SUPERIOR SPIDER-MAN

"A fantastic return to the titular character."
— Comic Watch

BAGLEY
delgado

SLOTT
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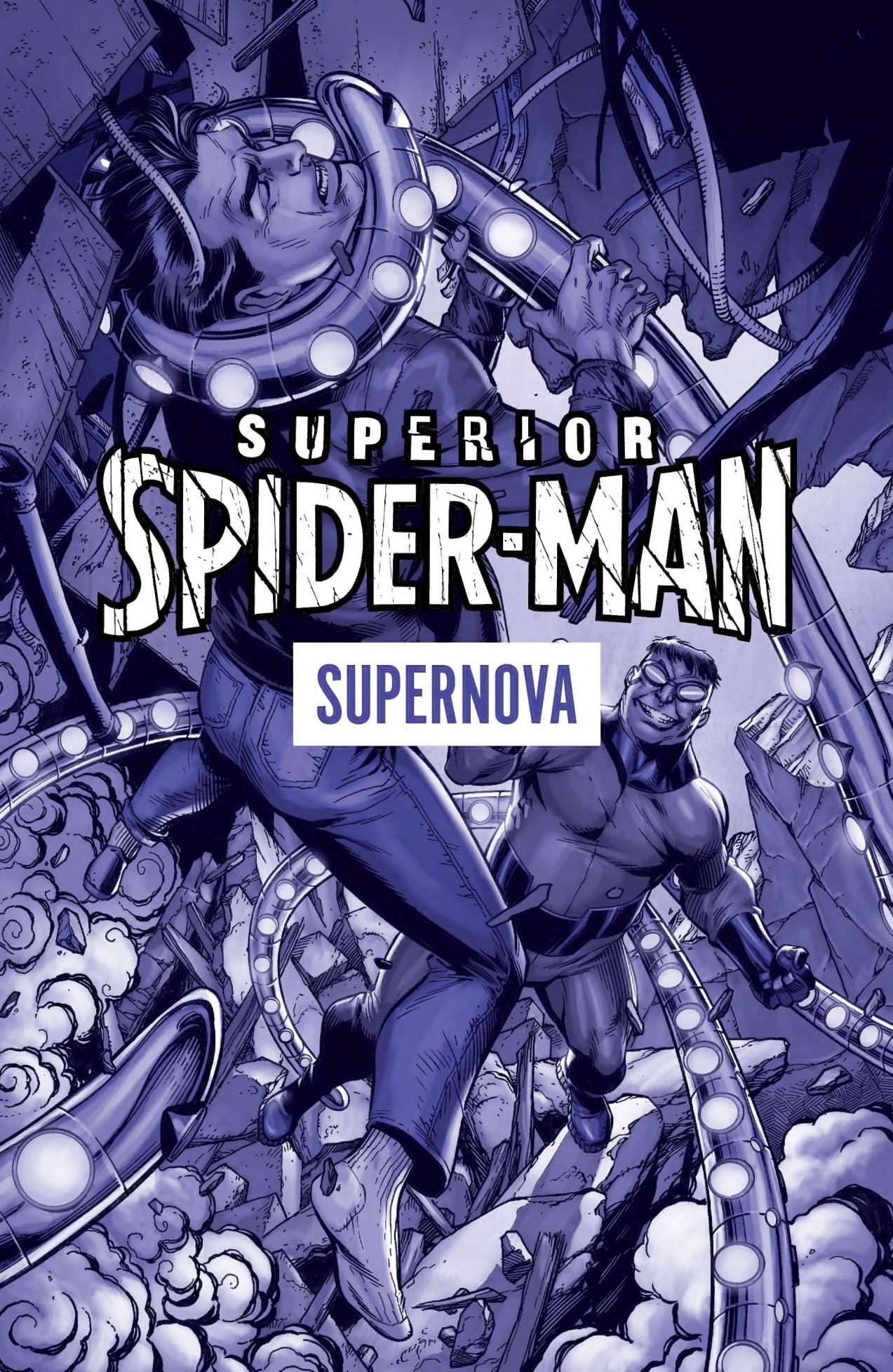
SUPERIOR
SPIDER-MAN
SUPERNOVA

OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying. In order to cheat death, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the Amazing SPIDER-MAN.

However, the transfer gave Octavius more than just Spider-Man's great powers, it gave him Parker's experiences as well…including the lesson that with great power there must also come great responsibility! Ultimately, Peter Parker's consciousness regained control of his body, and Doc Ock eventually returned to his original form, though he still struggles to remember his time as…

SUPERIOR SPIDER-MAN

SUPERNOVA

"THE MAN WITH ALL THE ANSWERS"
& *SUPERIOR SPIDER-MAN* #1-4

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SUPERIOR SPIDER-MAN RETURNS

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"NEGATIVE REINFORCEMENT"

DAN SLOTT WRITER
NATHAN STOCKMAN ARTIST
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THE BAR WITH NO NAME.
GRAND RE-OP
BEER
HEY, GUYS! FIRST ROUND'S ON ME. I JUST PULLED OFF THE CRIME OF THE--
SHH!
RINGER? ARE YOU SHUSHING ME?
NOT NOW, NORTON!
KEEP IT DOWN. WE GOT ROYALTY HERE TONIGHT-- AN A-LISTER.
IF BIG-NAME VILLAINS START SHOWING UP HERE, WHO KNOWS WHAT THAT COULD LEAD TO!
AN A-LISTER? WHO IS IT? LOKI? THE RED SKULL? DOOM? WHO?!
NONE OTHER THAN THE ONE AND ONLY...
...DOCTOR OCTOPUS!
SILENCE, YOU NATTERING NINCOMPOOPS!
CAN'T YOU SEE THAT I AM TRYING TO THINK?!
"THE MAN WITH ALL THE ANSWERS"

I KNOW THIS!
NO! I KNEW THIS!
THE ULTIMATE EQUATION! THE CULMINATION OF MY LIFE'S WORK!
WHY DOES IT ELUDE ME SO?! PERHAPS THE SOLUTION WOULD PRESENT ITSELF...
...IF I WERE TO RELAX? I NEED...
...A BEER?!
IDIOTIC OCKTOID!
ALCOHOL WOULD DULL MY SENSES!
SMAK
AND I NEED ALL MY WITS ABOUT ME. I SOLVE THIS, AND I GAIN UNLIMITED POWER!
POWER ENOUGH TO CRUSH ALL OF MY ENEMIES! YES. REVENGE ON OSBORN, THE OWL, FISK...
...BUT MOST OF ALL, THAT ACCURSED SPIDER-MAN!
DOC IS STILL SMARTING AFTER WHAT SPIDEY DID TO HIM LAST ISSUE. --NICK
HEY, DOC. TAKING A BREAK? MAYBE YOU'D LIKE TO SHOOT SOME--
ENOUGH!
DO YOU KNOW WHY I'M HERE, CRETIN? WHY I CHOSE TO PATRONIZE THIS ESTABLISHMENT?
MEN

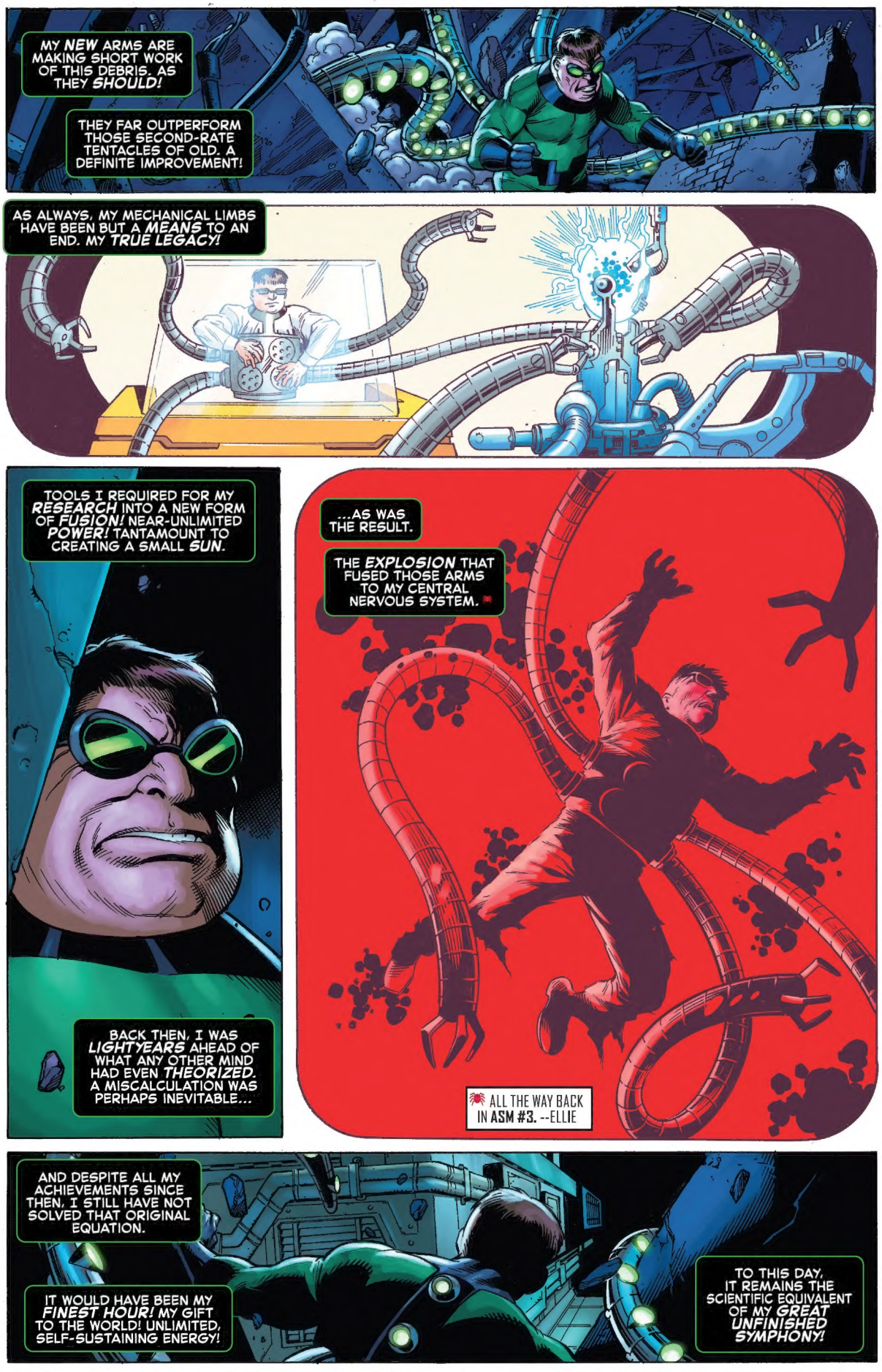
BECAUSE YOU ARE ALL SO FAR BENEATH ME...
...NO ONE WOULD EVER THINK TO LOOK FOR ME HERE. DO YOU UNDERSTAND?
ALL SIGNS POINT TO "YES"!
GOOD.
DAMN MY MIND!
I KNOW I'VE SOLVED THIS EQUATION! WHY CAN'T I REMEMBER?
BECAUSE YOU NEVER SOLVED IT, YOU IMBECILE.
I DID!
KRASHH
OF COURSE! I FOUND THE ANSWER BACK WHEN I WAS HIM!
MOMENTS IN TIME I CAN NO LONGER FULLY REMEMBER!
VERY WELL. IF I AM TO RELEARN THIS GREAT SECRET...
...I MUST RETURN TO MY LIFE AS THE SUPERIOR SPIDER-MAN!

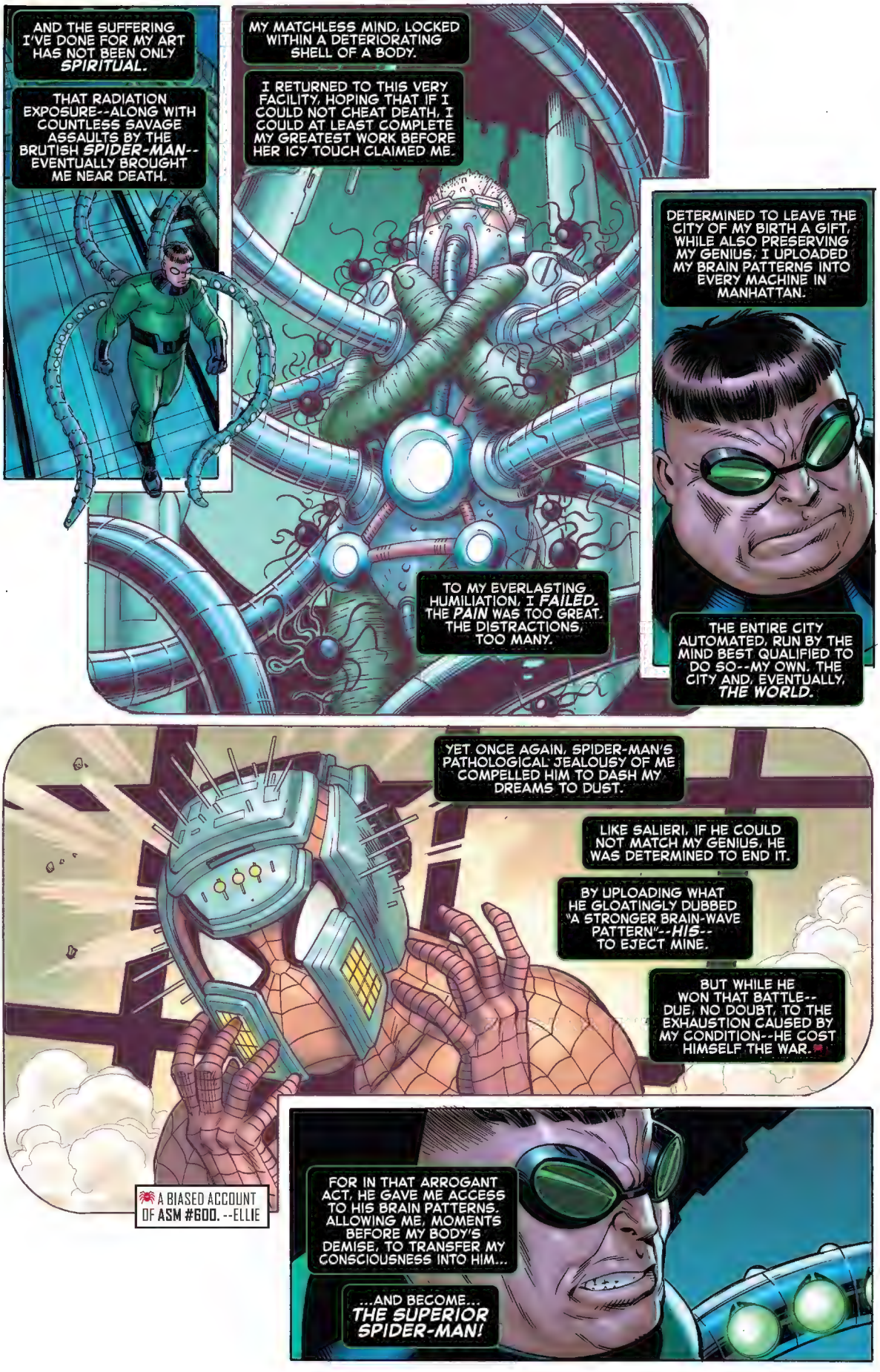
SUPERIOR SPIDER-MAN RETURNS VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

RETURNS

delgado

ONCE MORE, I HAVE RETURNED TO WHERE IT ALL BEGAN.
THIS IS WHERE, AS OTTO OCTAVIUS, I ATTEMPTED TO MASTER THE ATOM.
US
ATOMIC
RESEARC
CENTE
THE SACRED GROUND WHERE I WAS REBORN AS DOCTOR OCTOPUS...
...A MAN WHO IS RIGHTLY FEARED TO THE VERY ENDS OF THE EARTH!
AND IT IS HERE, BURIED AWAY IN SECRET SUB-LEVELS...
...WHERE I SHALL FIND WHAT I NEED TO FINALLY RID MYSELF OF MY GREATEST ENEMY!
SUBLEVELS DEEP ENOUGH TO SURVIVE THE GREEN GOBLIN'S BOMBS FROM SUPERIOR SPIDER-MAN #29. --ELLIE


MY NEW ARMS ARE MAKING SHORT WORK OF THIS DEBRIS. AS THEY SHOULD!
THEY FAR OUTPERFORM THOSE SECOND-RATE TENTACLES OF OLD. A DEFINITE IMPROVEMENT!
AS ALWAYS, MY MECHANICAL LIMBS HAVE BEEN BUT A MEANS TO AN END. MY TRUE LEGACY!
TOOLS I REQUIRED FOR MY RESEARCH INTO A NEW FORM OF FUSION! NEAR-UNLIMITED POWER! TANTAMOUNT TO CREATING A SMALL SUN.
BACK THEN, I WAS LIGHTYEARS AHEAD OF WHAT ANY OTHER MIND HAD EVEN THEORIZED. A MISCALCULATION WAS PERHAPS INEVITABLE...
...AS WAS THE RESULT.
THE EXPLOSION THAT FUSED THOSE ARMS TO MY CENTRAL NERVOUS SYSTEM.
ALL THE WAY BACK IN ASM #3. --ELLIE
AND DESPITE ALL MY ACHIEVEMENTS SINCE THEN, I STILL HAVE NOT SOLVED THAT ORIGINAL EQUATION.
IT WOULD HAVE BEEN MY FINEST HOUR! MY GIFT TO THE WORLD! UNLIMITED, SELF-SUSTAINING ENERGY!
TO THIS DAY, IT REMAINS THE SCIENTIFIC EQUIVALENT OF MY GREAT UNFINISHED SYMPHONY!


AND THE SUFFERING I'VE DONE FOR MY ART HAS NOT BEEN ONLY SPIRITUAL.
THAT RADIATION EXPOSURE--ALONG WITH COUNTLESS SAVAGE ASSAULTS BY THE BRUTISH SPIDER-MAN--EVENTUALLY BROUGHT ME NEAR DEATH.
MY MATCHLESS MIND, LOCKED WITHIN A DETERIORATING SHELL OF A BODY.
I RETURNED TO THIS VERY FACILITY, HOPING THAT IF I COULD NOT CHEAT DEATH, I COULD AT LEAST COMPLETE MY GREATEST WORK BEFORE HER ICY TOUCH CLAIMED ME.
TO MY EVERLASTING HUMILIATION, I FAILED. THE PAIN WAS TOO GREAT. THE DISTRACTIONS, TOO MANY.
DETERMINED TO LEAVE THE CITY OF MY BIRTH A GIFT, WHILE ALSO PRESERVING MY GENIUS, I UPLOADED MY BRAIN PATTERNS INTO EVERY MACHINE IN MANHATTAN.
THE ENTIRE CITY AUTOMATED, RUN BY THE MIND BEST QUALIFIED TO DO SO--MY OWN. THE CITY AND, EVENTUALLY, THE WORLD.
YET ONCE AGAIN, SPIDER-MAN'S PATHOLOGICAL JEALOUSY OF ME COMPELLED HIM TO DASH MY DREAMS TO DUST.
LIKE SALIERI, IF HE COULD NOT MATCH MY GENIUS, HE WAS DETERMINED TO END IT.
BY UPLOADING WHAT HE GLOATINGLY DUBBED "A STRONGER BRAIN-WAVE PATTERN"--HIS--TO EJECT MINE.
BUT WHILE HE WON THAT BATTLE--DUE, NO DOUBT, TO THE EXHAUSTION CAUSED BY MY CONDITION--HE COST HIMSELF THE WAR.
A BIASED ACCOUNT OF ASM #600. --ELLIE
FOR IN THAT ARROGANT ACT, HE GAVE ME ACCESS TO HIS BRAIN PATTERNS. ALLOWING ME, MOMENTS BEFORE MY BODY'S DEMISE, TO TRANSFER MY CONSCIOUSNESS INTO HIM...
...AND BECOME... THE SUPERIOR SPIDER-MAN!

THE FOLLOWING CHAPTER OF MY LIFE IS...DISJOINTED.
WHEN I EMERGED A HEALTHIER VERSION OF MY FORMER SELF, I HAD THE VAGUE IMPRESSION I'D CHOSEN TO DO SO.
TO ESCAPE A... CONTAMINANT OF SORTS... FOUND IN SPIDER-MAN. IT MADE SENSE. BUT NOW I WONDER.
DID HE DO THIS TO ME, TO AGAIN DEPRIVE ME OF MY GREATEST SUCCESS? I RECALL MOMENTS... TEASING GLIMPSES...
JOINING THE DEUTERIUM AND TRITIUM NUCLEI REQUIRES PROHIBITIVELY HIGH TEMPERATURES. IMPOSSIBLY HIGH.
BUT, SIR--
THE TOKAMAK AND STELLARATOR ARE OBSOLETE. WE MUST ABANDON THE CONCEPTS ENTIRELY AND EMBRACE A NEW FORM OF CONTAINMENT.
CAN I--?
SPIT IT OUT, MINION! SAY IT!
WAIT! I HAVE IT!
OF COURSE!
NO...
NO!
THIS WAY, MY MINIONS. THE DEVICE IS ALMOST READY.
AND YET MY PLAN DOES SEEM TO HAVE WORKED. BEING HERE HAS RAISED SOME BURIED MEMORIES.

I MUST BE PATIENT... METHODICAL.
FOLLOW MY INSTINCTS WHERE THEY MAY LEAD. FOR MY SUBCONSCIOUS KNOWS WHERE TO FIND--
INCREDIBLE.
THIS IS NO MIRAGE... NO DREAM OR WISH FULFILLMENT. IT'S REAL.

I HAVE NO MEMORY OF THIS DODECAHEDRON. AND YET IT'S AS FAMILIAR AS MY SIGNATURE!
WAIT...NOW I DO SEEM TO RECALL...

IT'S KEEPING EVERY LAST ERG OF STELLAR ENERGY CONTAINED. THIS WILL DO NICELY!

HE DID IT!
NO, NOT "HE." I DID IT!

THE GREATEST GIFT IN THE HISTORY OF HUMANKIND--OR ITS DEADLIEST WEAPON!
BUT WHY CAN'T I REMEMBER MY MOST BRILLIANT TRIUMPH?
DEAR GOD IN HEAVEN! WHAT DID I DO...

"...ALL THOSE YEARS AGO?!"
SPIDER-BOTS! I'M BORED. REPORT, ALL UNITS CITYWIDE.
WHAT CRISES OCCUR THIS EVENING?
SPIDER-BOT #376 HAS SPOTTED A JUMPER, MIDTOWN.
ONLY ONE LIFE AT RISK? FEH.
ALERT E.M.S. AND SOCIAL SERVICES. NEXT!
ACTIVE SUPER-VILLAIN PURSUIT, FDR DRIVE.
WHICH VILLAIN? AND WHY?
PROJECTING HOLOGRAM OF SUBJECT: SLYDE.
FLEEING A BURGLARY AT ALCHEMAX LABS. APPROXIMATELY THIRTY MILLION DOLLARS' WORTH OF TRITIUM HAS BEEN REPORTED STOLEN.
AT LAST. A CRIME WORTHY OF MY ATTENTION.

FREEZE!
I WARNED YOU--
DUDE. I KNOW THEY DIDN'T TEACH YOU WHAT FRICTIONLESS MEANS AT THE ACADEMY, SO I'LL HELP YOU OUT.
NOTHING CAN HIT ME. NOTHING CAN TOUCH ME. NOTHING!
BLAM
NYPD
OH YEAH.
AND I CAN TURN ON A DIME TOO.
RIMO
HEH HEH.
TOO EASY.
YOU WANT A CHALLENGE, FELON? THEN YOU SHALL HAVE IT!
COURTESY OF NEW YORK'S GREATEST HERO--
THE SUPERIOR SPIDER-MAN!

"SUPERIOR"? SOMEONE WATCHED A *CONFIDENCE SEMINAR*--

--*INSTEAD* OF PAYING ATTENTION. I DIDN'T EVEN FEEL THAT.

SLYDE

IMBECILE! WHAT YOU "FEEL" MEANS *NOTHING* TO ME.

THWIP THWIP THWIP

THWIP THWIP THWIP

ALL THAT MATTERS IS PUTTING A *STOP* TO THIS FOOLISH PATH YOU'RE ON.

ONE: I'M *SLYDE*. NOBODY CAN STOP ME. OR EVEN SLOW ME DOWN!

AND TWO: A LIFE OF CRIME ISN'T REALLY A "*PATH*" FOR ME. MORE LIKE A *REALLY* FUN HOBBY.

AHH!

SORRY! COMING THROUGH!

YOU MISUNDERSTAND ME.

DO TELL.

I HAVE NO INTENTION OF CHANGING YOUR WAYS.

SMART GUY.

'CAUSE WE *BOTH* KNOW I'M EVENTUALLY GOING TO GIVE YOU THE SLIP.

WHAT I *DO* KNOW...

...IS THAT I'VE CHANGED YOUR *COURSE*.

YOU'RE SLIPPING AND SLIDING *EXACTLY* WHERE I WANTED YOU TO GO.

HUH?!

I'M *NOT* THE SPIDER-MAN YOU'RE USED TO, SLYDE.

I TAKE THE TIME TO *PREPARE*.

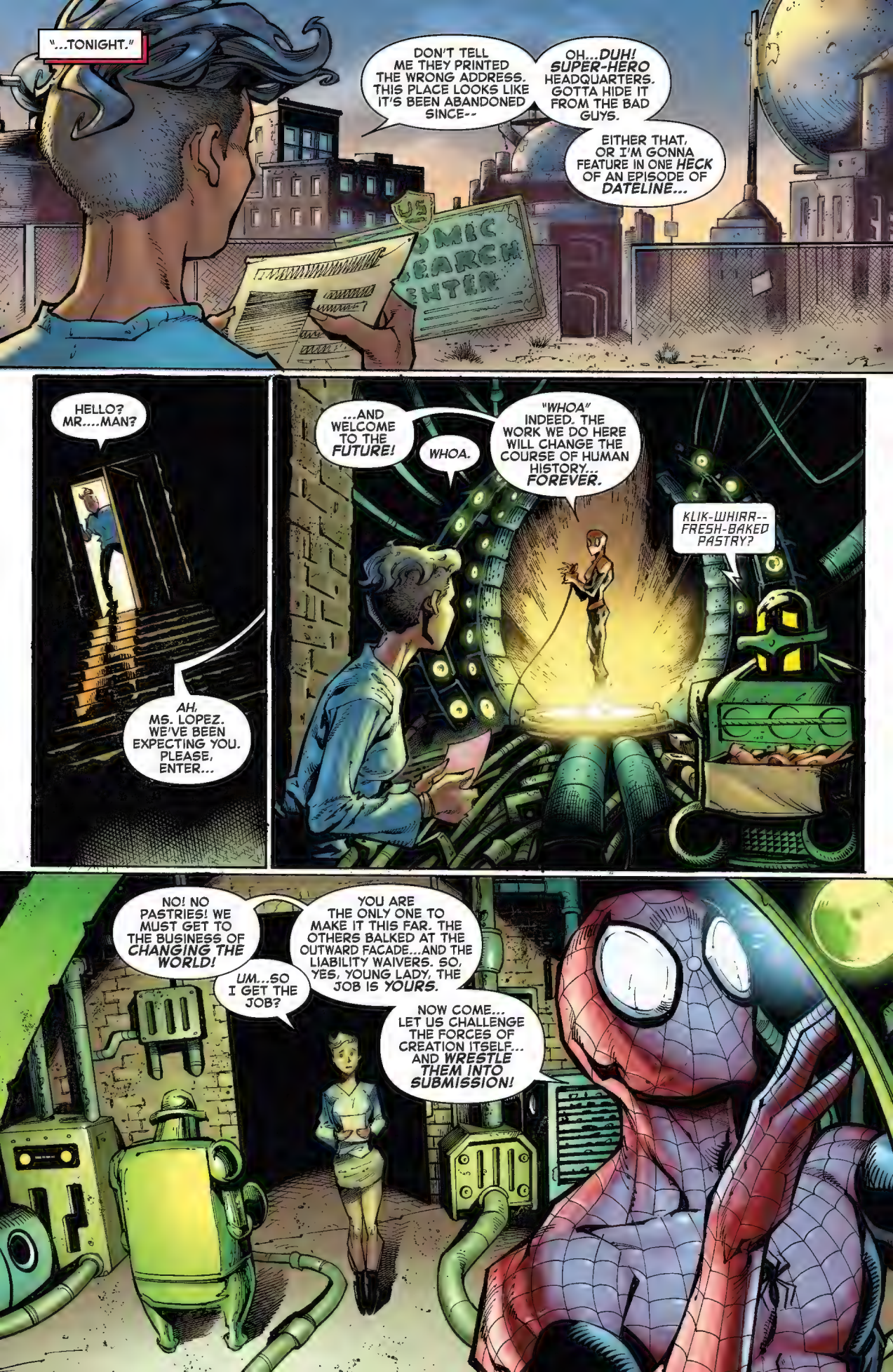
WHAT THE HECK IS--?
I GUESS YOU COULD SAY I'VE "RAMPED" UP.
ENJOY YOUR FLIGHT.
WHAAAAA!
SPLOOSH

Glig.
YOUR COSTUME *IS* A SCIENTIFIC MARVEL WHEN USED ON A SURFACE WITH *SOME* FRICTION. OF COURSE...
...ONCE YOU STOP THRASHING AGAINST THE SURFACE, YOUR FRICTIONLESS SUIT WILL PULL YOU *STRAIGHT DOWN.*
REMOVE THAT SUIT, SLYDE, AND I *CAN* SAVE YOU. THE CHOICE IS *YOURS.*
FINE! YOU WIN! *GET ME OUT OF HERE!*
SOON...
I'VE SEARCHED SLYDE THOROUGHLY. HIS SUIT IS IMPOSSIBLE TO HANDLE, SO I HAD MY SPIDER-BOTS SUSPEND IT IN AN ENERGY FIELD AND REMOVE IT FOR DISPOSAL.
REGRETTABLY, I FOUND NO TRACE OF THE STOLEN TRITIUM. IT MUST HAVE BEEN SWEPT AWAY BY THE RIVER CURRENT.
SMART. SAVES US A HEADACHE... AND A BUNCH 'A PAPERWORK.
HE'S LYING! HE STOLE IT FROMMMPH!
TUWAPP
YOU'RE IN ENOUGH TROUBLE, PAL. DON'T TRY TO SLANDER SPIDEY ON TOP OF IT!
I APPRECIATE THE VOTE OF CONFIDENCE, OFFICER. BUT I ASSURE YOU, WITHOUT AUTHORITIES LIKE YOURSELF...
...I COULD NOT *POSSIBLY* DO WHAT I DO.

HORIZON LABS. WORKPLACE OF PETER PARKER.
AT LAST!
WITH THIS SUPPLY OF TRITIUM, I MAY FINALLY REALIZE MY GREATEST SCIENTIFIC BREAKTHROUGH.
A MINIATURE STAR, GROWN UNDER LABORATORY CONDITIONS! A CONTROLLED FUSION REACTOR GENERATING LIMITLESS ENERGY!
IT COULD POWER THE WORLD...REVOLUTIONIZE SCIENCE...MAKE ME RICH BEYOND THE DREAMS OF AVARICE! SO I CAN CREATE OTHER MARVELS FOR THE BETTERMENT OF HUMANKIND, OF COURSE.
Hmm...BUT IF I PERFORM THIS FEAT HERE AT HORIZON, MY EMPLOYER, MAX MODELL, WOULD REAP THE BENEFITS.
SUCH A WASTE... AND HARDLY FAIR, AS HE HAS NOTHING WHATSOEVER TO DO WITH IT!
LIVING BRAIN! ATTEND ME!
THAT EQUIPMENT IS CRUCIAL, YOU ROBOTIC BUMPKIN. DON'T YOU DARE DROP IT!
WHIRR-KILKK-IK-YES, DOCTOR.
WHOA! 'SCUSE ME, DUDE. WASN'T EXPECTING YOU TO BE--
HEY, ARE YOU TAKING HORIZON EQUIPMENT OFF CAMPUS? THAT'S, LIKE, NO BUENO. MAX IS GONNA FLIP.

GRADY SCRAPS! DON'T BE RIDICULOUS, CHILD. ONLY THE BOXES ARE HORIZON SUPPLIES.
I'VE BEEN WORKING ON A SIDE PROJECT... FOR MY DOCTORATE. WITH MY OWN MATERIALS.
NOW I NEED TO GET ALL THIS TO EMPIRE STATE UNIVERSITY, SO IF YOU'LL SHIFT YOUR... PHYSIQUE...TO THE SIDE...
OH! SOUNDS LEGIT. SORRY, DIDN'T MEAN TO GO ALL LAB POLICE ON YOU, PETE.
YOU NEED ANY HELP?
HELP. FROM YOU.
NO. NO, I DO NOT.
STEP ASIDE, SCRAPS.
THIS ALL GOES TO MY ORIGINAL LABORATORY, BRAIN. IT HAS THE SPACE I'LL REQUIRE.
DESPITE WHAT I TOLD THAT FOOL, I WILL NEED ASSISTANCE. NO ONE WHO CAN TRACE THIS BACK TO HORIZON LABS EMPLOYEE PETER PARKER.
KLIKK-IK I WILL ASSIST YOU, MASTER.
I MEANT COMPETENT HELP, OAF. THE CREATIVITY OF A HUMAN MIND. INTELLIGENT, EDUCATED, BUT PROPERLY SERVILE.
H O R I Z O N
WAIT.
I KNOW JUST THE PLACE TO LOOK...

EMPIRE STATE UNIVERSITY.
GOOD MORNING, SLICK. WHAT'RE YOU POSTING ON THE BULLETIN BOARD? PUTTING TOGETHER A YACHT ROCK BAND?
AH, ANNA MARIA! NO, I FIND MUSICIANS SHIFTLESS AND SLOVENLY.
YOU'RE FAMILIAR WITH MY WORK BUILDING TECH FOR SPIDER-MAN. HE'S BEEN EXPANDING HIS OPERATIONS.
BETWEEN MY WORK AT HORIZON AND MY STUDIES HERE, THERE'S ONLY SO MUCH I CAN DO.
SO WE AGREED HE SHOULD HIRE A LAB ASSISTANT.
HUH. WORKING WITH SPIDER-MAN COULD BE KINDA COOL.
MAYBE I SHOULD APPLY--
OUT OF THE QUESTION!
OH? AM I TOO FRAIL OR NOT SMART ENOUGH?
NEITHER! BUT ONE OF THE REASONS I'M CUTTING BACK ON MY WORK FOR SPIDER-MAN...IS TO SPEND MORE TIME WITH YOU.
NICE SAVE, PARKER.
DID YOU SAY SPIDER-MAN IS LOOKING FOR A LAB ASSISTANT? I'D KILL FOR THAT JOB! FIGURATIVELY.
UNLESS THEY'RE A BAD PERSON.
SORRY-- ESTRELLA LOPEZ. PhD CANDIDATE, DEAN'S LIST, INTERNED AT THE FUTURE FOUNDATION. HOW DO I APPLY?
YOU JUST DID. BETWEEN YOUR QUALIFICATIONS AND YOUR ENTHUSIASM, I CAN GUARANTEE YOU AN INTERVIEW...


"...TONIGHT."
DON'T TELL ME THEY PRINTED THE WRONG ADDRESS. THIS PLACE LOOKS LIKE IT'S BEEN ABANDONED SINCE--
OH...DUH! SUPER-HERO HEADQUARTERS. GOTTA HIDE IT FROM THE BAD GUYS.
EITHER THAT, OR I'M GONNA FEATURE IN ONE HECK OF AN EPISODE OF DATELINE...
HELLO? MR....MAN?
AH, MS. LOPEZ. WE'VE BEEN EXPECTING YOU. PLEASE, ENTER...
...AND WELCOME TO THE FUTURE!
WHOA.
"WHOA" INDEED. THE WORK WE DO HERE WILL CHANGE THE COURSE OF HUMAN HISTORY... FOREVER.
KLIK-WHIRR-- FRESH-BAKED PASTRY?
NO! NO PASTRIES! WE MUST GET TO THE BUSINESS OF CHANGING THE WORLD!
UM...SO I GET THE JOB?
YOU ARE THE ONLY ONE TO MAKE IT THIS FAR. THE OTHERS BALKED AT THE OUTWARD FACADE...AND THE LIABILITY WAIVERS. SO, YES, YOUNG LADY, THE JOB IS YOURS.
NOW COME... LET US CHALLENGE THE FORCES OF CREATION ITSELF... AND WRESTLE THEM INTO SUBMISSION!

IN THE FOLLOWING DAYS...
I'VE READ THE LITERATURE ON MATTER-ANTI-MATTER YIELD, OF COURSE.
BUT ISN'T THE REASON IT'S MOSTLY THEORETICAL THAT THERE'S A RISK OF, Y'KNOW, ANNIHILATION?
YES... IF YOU'RE INCOMPETENT. WE ARE NOT.
SPIDER-BOTS, WATCH THE LIVING BRAIN FOR ERRORS. IF HE COMMITS ANY, MELT HIM.
SO, WHERE'D YOU GET ALL THE TRITIUM?
ANONYMOUS DONOR.
RIGHT, BUT--
ANONYMOUS. DONOR.
MY DEAR LADY! $4\,^1H \rightarrow {}^4He + 2e^+ + 2\nu_e$!
BUT WE CAN'T IGNORE $^2H + {}^3H \rightarrow {}^4He +$, CAN WE?
CONTAINMENT WILL BE KEY.
THIS MAY NOT BE A STAR, BUT I'D SAY IT'S BEING PRETTY WELL CONTAINED.
ALSO, IS THIS LEGAL?
LET ME. YOU SOLDER LIKE A DRUNKEN SAILOR.
I DOUBT A DRUNKEN SAILOR EVER SOLDERED A CIRCUIT BOARD, BUT YOU WRITE THE CHECKS.
WEEKS LATER...
NOTHING. ALL THIS WORK AND...NOTHING.
WE'RE RUNNING OURSELVES RAGGED. MAYBE WE NEED SOME EXTRA HANDS.
EXTRA HANDS, YOU SAY...?

THE NEXT DAY.
A DEFINITE IMPROVEMENT. INSPIRED SUGGESTION, MS. LOPEZ.
IN FACT, BETWEEN MY ADDITIONAL ARMS AND THE SPIDER-BOTS, I CAN SPARE YOU FOR A TIME. CHECK YOUR LOCKER.
I'VE LEFT YOU A NEW UNIFORM. SOMETHING TO FOSTER ESPRIT DE CORPS.
STRUCK SPEECHLESS, ARE WE? NEVER FEAR, THAT FINE WORKMANSHIP WON'T COME OUT OF YOUR PAYCHECK.
UM... THANKS?
BUT THE LAB COAT AND GOGGLES WERE FINE. VERY...SCIENCE-Y.
THIS KIND OF SAYS...
WELL, I'M NOT SURE WHAT IT SAYS. AND I DON'T THINK I WANT TO KNOW.
GIVE IT TIME. YOU WERE RIGHT--WE DO NEED MORE HANDS. HUMAN ONES. AND THIS WAY...
...YOU'LL FIT RIGHT IN.
FAIR POINT. BUT I THOUGHT I WAS MORE LIKE YOUR PERSONAL ASSISTANT--A PARTNER. NOT WHATEVER THIS IS.
YOU ARE A CRUCIAL PART OF MY TEAM, MS. LOPEZ. A TEAM THAT CHIPS IN WHEREVER NECESSARY TO GET THE JOB DONE, FOR THE BETTERMENT OF THE WORLD.
RIGHT NOW, THE WORLD'S BETTERMENT TAKES US TO...

"...THE HUDSON VALLEY HEADQUARTERS OF *ADVANCED IDEA MECHANICS!*"

FORWARD, SPIDERLINGS! WE HAVE A.I.M. ON THE RUN!

I WILL HANDLE THE ***QUINTRONIC MAN!*** ***ARACHNAUGHT*** CREWS, ESTABLISH A PERIMETER! LET NONE OF THESE PEONS ESCAPE!

HOW ARE YOU SETTLING IN, MS. LOPEZ?

ARE YOU ***CRAZY?*** I'M A ***SCIENTIST!*** I'VE NEVER FIRED A GUN IN MY LIFE! I DON'T EVEN HAVE A ***DRIVER'S LICENSE!***

NOW, NOW. I'VE HEARD ABOUT YOUR GENERATION'S WORKPLACE ENTITLEMENT, BUT THERE'S NO PLACE FOR THAT HERE. TRY PRESSING THE THUMB TRIGGERS.

I DID NOT SIGN UP FOR THIS!

YOU SEE? THE INTERFACE IS SIMPLICITY ITSELF.

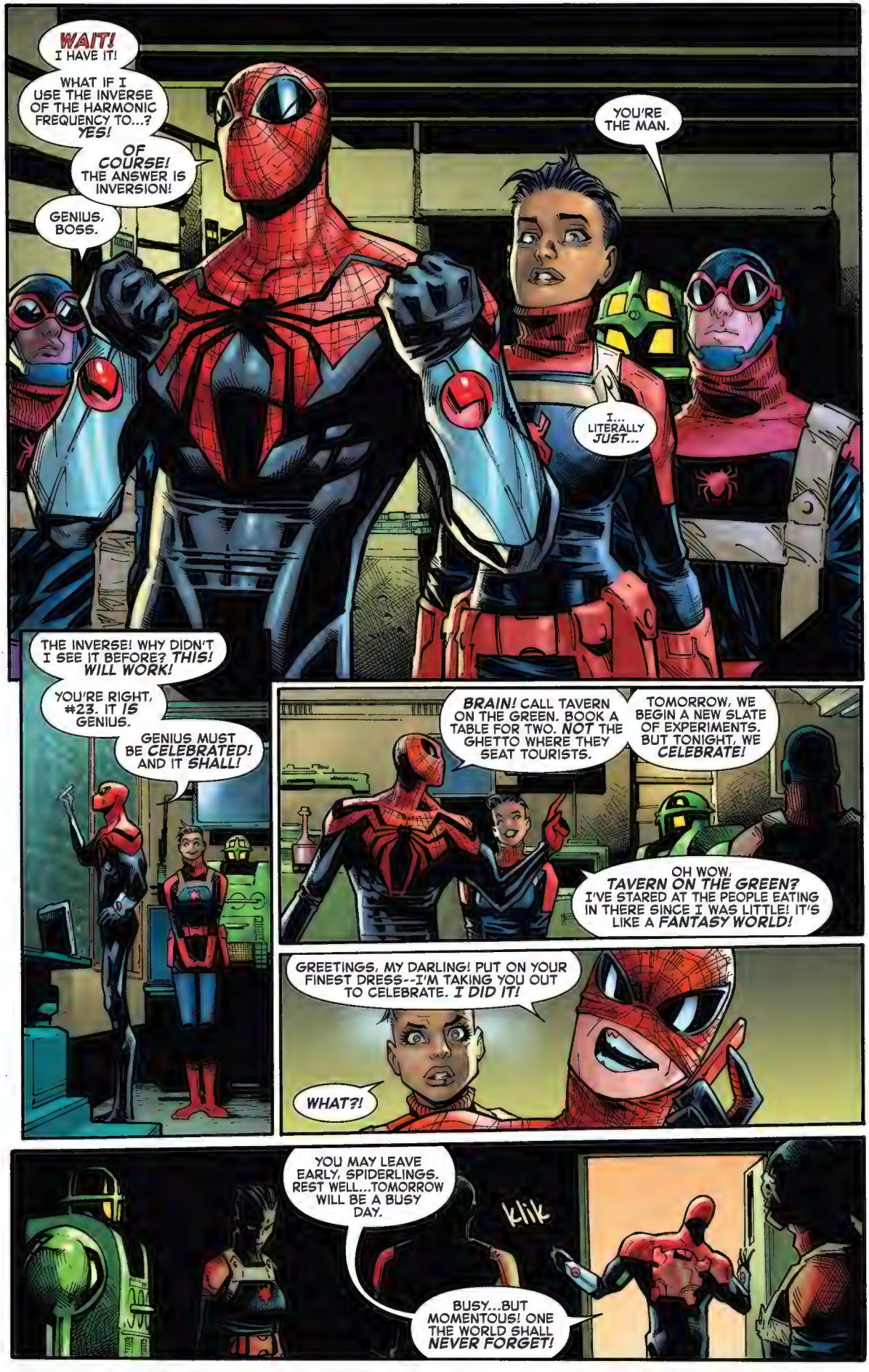
DON'T WORRY ABOUT HITTING OUR MEN. I'VE SET YOUR WEAPONS TO ***STUN.***

SO ***FIRE AT WILL!***

WELL DONE, SPIDERLINGS. CONTACT LOCAL AUTHORITIES TO COLLECT THIS RIFFRAFF...*AFTER* WE INVESTIGATE THE CONTENTS OF THEIR VAULTS.
YES, SIR. I'LL HAVE THESE LOCKS HACKED IN A MATTER OF MINUTES.
DON'T TROUBLE YOURSELF, #23.
RRRNNNNCCHH
AHH. THERE WE ARE.
MY INTELLIGENCE SUGGESTED THIS BRANCH OF A.I.M. WAS ENGAGED IN HIGHLY THEORETICAL PHYSICS PROJECTS...THAT MIGHT BENEFIT MY *OWN*.
YOU WANT US TO TAKE IT ALL BACK TO THE ATOMIC RESEARCH CENTER, BOSS?
NOT ALL. THE POLICE WILL BE *SUSPICIOUS* IF ADVANCED IDEA MECHANICS SHOWS NO EVIDENCE OF IDEAS *OR* MECHANICS.
BRING WHAT MS. LOPEZ TELLS YOU IS HELPFUL. SHE *ALONE* AMONG YOU HAS THE KNOWLEDGE TO SEPARATE THE WHEAT FROM THE CHAFF.
OKAY... STARTING TO SEE THE BIG PICTURE NOW. SORRY FOR DOUBTING THE FLOW.
YOU ARE EXCUSED, MY DEAR. A CURIOUS, INDEPENDENT MIND IS WHAT WILL BRING US ULTIMATE...

...SUCCESS!
A MINIATURE STAR--UNDER MY CONTROL!
UM...IS IT SUPPOSED TO BE FLARING LIKE THAT?
NO! IT'S LOSING COHESION!
ONE SIDE! I MUST LIFT IT WITH THE UTMOST PRECISION... MOVE IT...
CONFOUND IT!
SH-SHOULD WE EVACUATE?
WHIRR-KLIK POINTLESS. IF CONTAINMENT FAILS, WE WILL BE INCINERATED.
WOULD YOU LIKE A REFRESHING BEVERAGE? KLIK-IK
HURRY! EVEN AT THAT SIZE, IT'LL TAKE OUT AN AREA OF A QUARTER-MILE SQUARE!
I KNOW! I'VE PREPARED FOR THIS!
THANKS TO A FRICTIONLESS MATERIAL I RECENTLY ACQUIRED...
...THIS DODECAHEDRON IS DESIGNED TO CONTAIN ENERGY ON THIS SCALE AND BEYOND!
OF COURSE, IT HAS NEVER BEEN FIELD-TESTED...

WELL, I SUPPOSE IT WILL BE NOW.
I EXPECT DETONATION IN THREE...TWO...
HMPH. DON'T CARE FOR THAT GLARE. I SHALL HAVE TO ELIMINATE THE OBSERVATION PORTS.
HANG IT ALL! WHY CAN'T I MAKE THIS EXPERIMENT WORK? IT HAS VEXED ME MY ENTIRE ADULT LIFE!
MS. LOPEZ! PREPARE ANOTHER SAMPLE.
SURE THING, BUT... WE'RE RUNNING KINDA LOW ON TRITIUM. AND IT IS ONE OF THE RAREST SUBSTANCES ON EARTH.
THINK YOUR "ANONYMOUS DONOR" HAS ANY MORE WHERE THIS CAME FROM?
DAMN IT!
DAMN IT ALL TO HELL!
KRANGCH
I'VE RUN THESE CALCULATIONS IN EVERY POSSIBLE PERMUTATION, BACKWARD AND FORWARD, OVER AND OVER AGAIN!
WHAT AM I MISSING?
BACKWARD...
WHAT AM I ALWAYS MISSING?
HAVE YOU EVER TRIED USING THE INVERSE OF THE HARMONIC FREQUENCY TO INITIATE THE CORE REACTION?

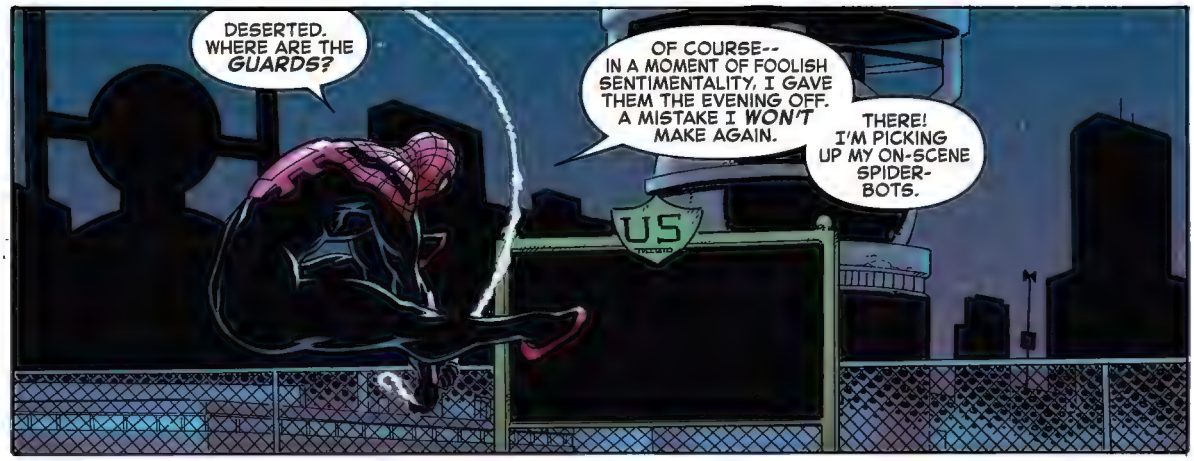

WAIT! I HAVE IT!
WHAT IF I USE THE INVERSE OF THE HARMONIC FREQUENCY TO...? YES!
OF COURSE! THE ANSWER IS INVERSION!
GENIUS, BOSS.
YOU'RE THE MAN.
I... LITERALLY JUST...
THE INVERSE! WHY DIDN'T I SEE IT BEFORE? THIS! WILL WORK!
YOU'RE RIGHT, #23. IT IS GENIUS.
GENIUS MUST BE CELEBRATED! AND IT SHALL!
BRAIN! CALL TAVERN ON THE GREEN. BOOK A TABLE FOR TWO. NOT THE GHETTO WHERE THEY SEAT TOURISTS.
TOMORROW, WE BEGIN A NEW SLATE OF EXPERIMENTS. BUT TONIGHT, WE CELEBRATE!
OH WOW, TAVERN ON THE GREEN? I'VE STARED AT THE PEOPLE EATING IN THERE SINCE I WAS LITTLE! IT'S LIKE A FANTASY WORLD!
GREETINGS, MY DARLING! PUT ON YOUR FINEST DRESS--I'M TAKING YOU OUT TO CELEBRATE. I DID IT!
WHAT?!
YOU MAY LEAVE EARLY, SPIDERLINGS. REST WELL...TOMORROW WILL BE A BUSY DAY.
klik
BUSY...BUT MOMENTOUS! ONE THE WORLD SHALL NEVER FORGET!

THAT NIGHT.
AND IT HIT ME! LIKE A BOLT FROM THE BLUE!
THE INVERSE OF THE HARMONIC FREQUENCY!
FROM THERE, EVERYTHING ELSE FELL INTO PLACE. IT'S AS IF THE UNIVERSE GAVE ME A GIFT.
DON'T SELL YOURSELF SHORT, PETER. A BRILLIANT MIND LIKE YOURS WORKS ON A PROBLEM LONG ENOUGH, IT'S GOING TO FIND A SOLUTION.
YOU DID THIS. I'M SO PROUD OF YOU!
WAITER! MORE CHAMPAGNE!
AT ONCE, SIR.
POP
MAY I ASK WHAT YOU'RE CELEBRATING?
EVERYTHING, MY GOOD MAN.
"EVERYTHING IS PERFECT. WHAT'S NOT TO CELEBRATE?"
THE NERVE OF HIM. AND THOSE TWO JERKS BACKED HIM UP, EVEN THOUGH THEY WERE STANDING RIGHT THERE WHEN I SAID IT!
"PARTNER." HE ONLY EVER SAW ME AS A...A MINION. GULLIBLE, EXPLOITABLE...
...DISPOSABLE.
HMM. WHAT'S THE SAYING? "WELL-BEHAVED WOMEN SELDOM MAKE HISTORY"?
SPIDER-MAN THINKS HE'S GOING TO MAKE HISTORY TOMORROW...WITH MY IDEA.
BUT MAYBE WHILE HE'S ON THE TOWN WITH BLACK CAT OR WHOMEVER, I'LL MAKE SOME HISTORY OF MY OWN... TONIGHT!

THINK OF IT. A WORLD WHERE EVEN THE POOREST CHILD NEED NEVER FEAR THE...
TINK
...DARK.
UGH. BLACKOUT.
HOW FAR DOES IT REACH?
EVERYWHERE.
ANNA MARIA...
...I HAVE TO GO.
OKAY, I'M STARTING TO GET THAT MAN'S ARROGANCE. IT IS A RUSH.
THE POWER OF A SUN IN THE PALM OF MY--
OH NO.
VWOOSH
I'M SORRY.

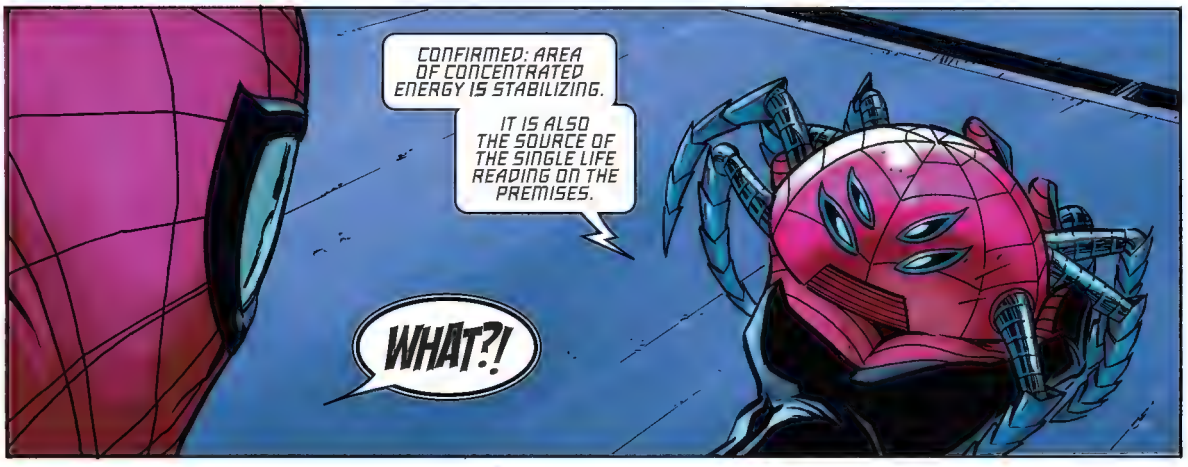
PETER, WAIT. EVERYONE'S FREAKING OUT BUT YOU. YOU ACT LIKE YOU KNOW WHAT'S HAPPENING.
BE HONEST WITH ME. WHAT'S GOING ON?
YOU HAVE A RIGHT TO KNOW.
I'M NOT COMPLETELY SURE HOW, BUT BASED ON THE FLUCTUATIONS...THE PATTERN OF THE LIGHTS FLICKERING ON AND OFF...
...I BELIEVE THIS IS A RESULT OF *MY* FUSION REACTOR PROJECT. AND IF IT CONTINUES THIS WAY...
...IT COULD DESTROY ALL OF MANHATTAN. I MUST DO SOMETHING!
IF ANYONE CAN, IT'S *YOU.*
GO. GET SPIDER-MAN. SAVE THE CITY.
I DON'T CARE ABOUT THE CITY. ALL I CARE ABOUT IS THAT *YOU* ARE IN IT.
I WILL MAKE THIS RIGHT, ANNA MARIA. YOU HAVE MY WORD.
ALL SPIDER-BOTS AT THE ATOMIC RESEARCH CENTER! ***SOUND OFF!***
SPIDER-BOT #717 REPORTING. ALL UNITS AT THE CENTER ARE OFFLINE.
SOME TYPE OF INTERFERENCE IS BLOCKING ANY SIGNAL.
BLAST IT! THEN THE OUTPUT'S ***GREATER*** THAN I THOUGHT.

THE FLICKERING PATTERN OF THE LIGHTS IS SPEEDING UP.
WHATEVER'S HAPPENING, THE FUSION REACTION IS MANY TIMES LARGER THAN EVERY OTHER ATTEMPT...AND EXPONENTIALLY MORE DEADLY.
SPIDER-BOTS! WHAT EMERGENCIES ARE TRANSPIRING DUE TO THIS SITUATION?
SORTING...
PURSE SNATCHING, CENTRAL PARK. VICTIM UNINJURED.
TAG THE THIEF WITH A SPIDER-TRACER, THEN SEND THE SIGNAL FREQUENCY TO DAREDEVIL. THIS IS EQUAL TO HIS "TALENTS."
VEHICLE COLLISION, 103RD AND BROADWAY. NO SERIOUS INJURIES.
INSIGNIFICANT. ALERT E.M.S.
SUBWAY FAILURE. PASSENGERS STRANDED.
LET THEM STEW. LIKE THE REST OF NEW YORK, THEY'LL BE DEAD EITHER WAY IF I CAN'T STOP THIS!


DESERTED. WHERE ARE THE GUARDS?
OF COURSE-- IN A MOMENT OF FOOLISH SENTIMENTALITY, I GAVE THEM THE EVENING OFF. A MISTAKE I WON'T MAKE AGAIN.
THERE! I'M PICKING UP MY ON-SCENE SPIDER-BOTS.

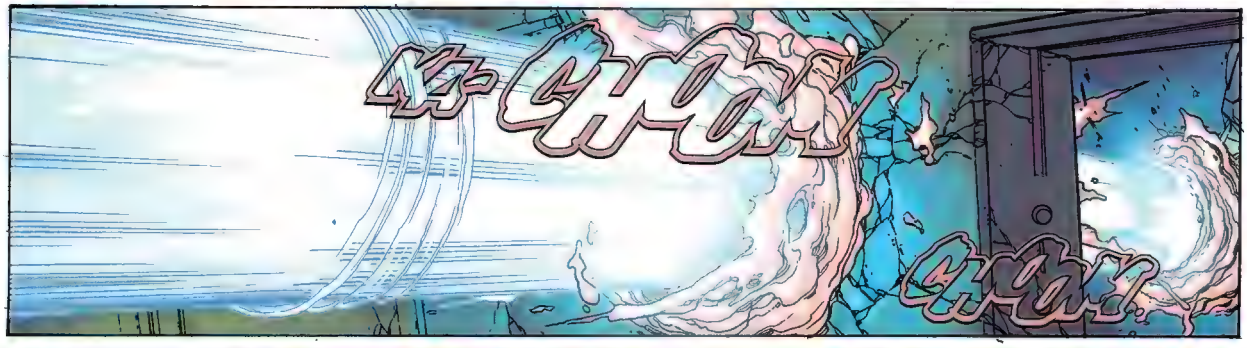
REPORT! WHAT'S THE STATUS OF THE MAIN LAB? ARE THERE ANY PERSONNEL ON-SITE, LIVING OR DEAD?
EXPERIENCING SIGNIFICANT INTERFERENCE. COMBINING ALL UNITS' POWERS TO PERFORM A SCAN.
STAND BY FOR SCHEMATIC.

THAT AREA OF INTENSE HEAT...IT LOOKS LIKE MY POWER SOURCE! AND IT'S STABILIZED! HAVE I FINALLY SUCCEEDED?
DOES THE WORLD OWE ME AN UNENDING DEBT OF GRATITUDE? WILL HISTORY FOREVER REMEMBER THE NAME OF OTTO GUNTHER OCTAVIUS?


CONFIRMED: AREA OF CONCENTRATED ENERGY IS STABILIZING.
IT IS ALSO THE SOURCE OF THE SINGLE LIFE READING ON THE PREMISES.
WHAT?!

BELOW.
MY SKIN'S ON FIRE! I'M BURNING! BLAZING!
WHAT-- WHAT'S HAPPENED TO ME?!
NO MORE THAN YOU DESERVE, YOU TREACHEROUS LOUT!
I AM SO DISAPPOINTED IN YOU, GIRL!
OBVIOUSLY YOU INTENDED TO STEAL MY THUNDER BY USING THIS NEW APPROACH BEFORE ME!
THIS IS WHAT YOU GET FOR MEDDLING WITH FORCES YOU CAN'T COMPREHEND!
FORCES I CAN'T COMPREHEND?!
I'M THE ONE WHO SOLVED YOUR EQUATION!
AND NOW THIS POWER IS MINE! NOT YOURS!
MINE TO DO WITH AS I WISH!
AND WHAT I MOST WISH FOR...

...IS FOR YOU TO BURN!
SHRAK


CRACK
CRAK!

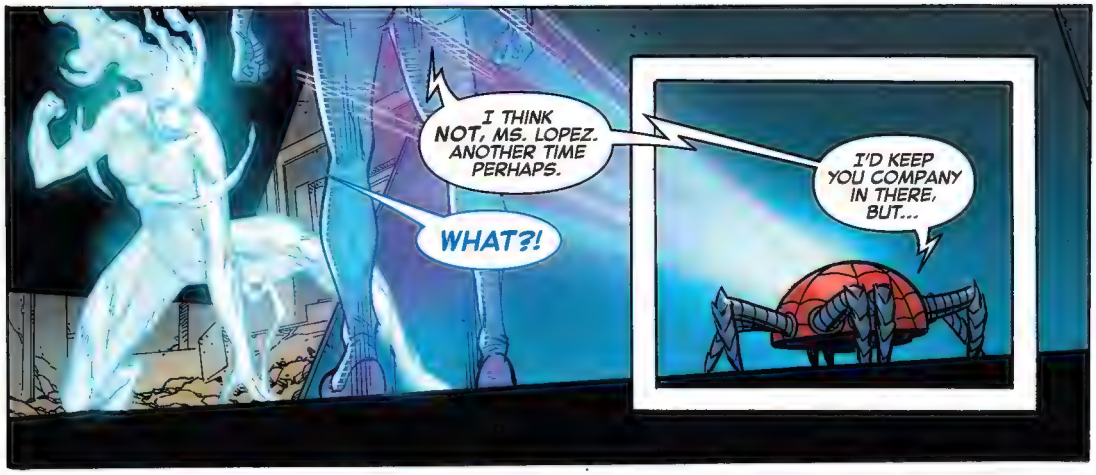
MY GOD! THE FORCE OF THAT BLAST!
AND THE HEAT! IT'S INCALCULABLE! UNBEARABLE!

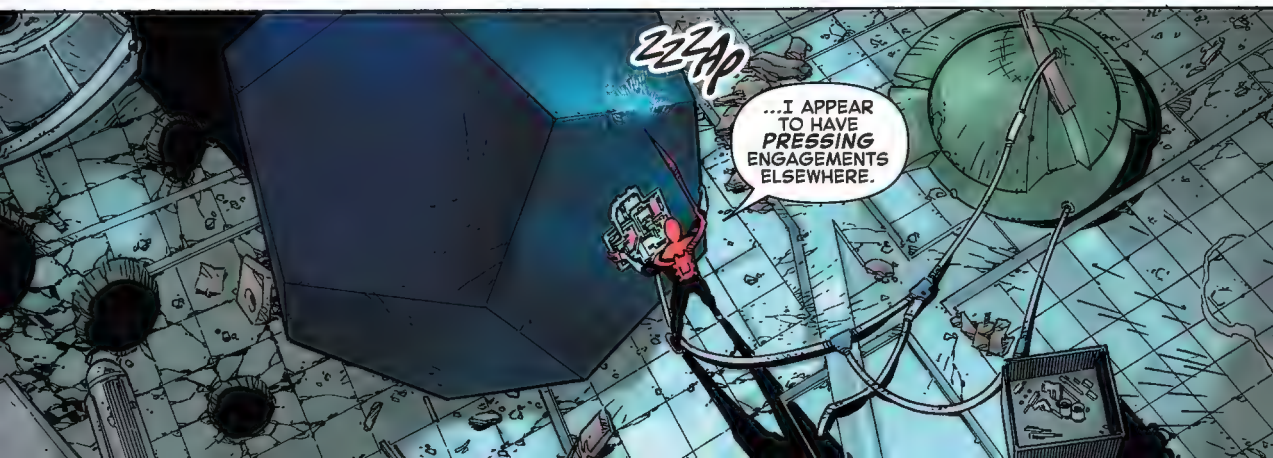
CARE FOR A TASTY BEVERAGE? WHIRR CLICK-ICK.
NO!

INCALCULABLE? FOR YOU, PERHAPS! I CAN FEEL IT!
IT'S THE RAW POWER OF A SUN APPROACHING--
--SUPERNOVA!
KA-
RAKK
DESTROYING EVERYTHING IN ITS PATH!
Hmm.
SHRIK
I'LL GIVE YOU THIS, "SUPERNOVA," YOUR POWER FAR SURPASSES MINE.
BUT IT IS ALSO FAR GREATER THAN YOUR FEEBLE MIND CAN GRASP!
KRACH
I'VE DONE THE MATH.
I KNOW HOW THIS IS GOING TO END.

YOU ARE MOMENTS AWAY FROM EXPLODING, ESTRELLA...
...AND TAKING ALL FIVE BOROUGHS WITH YOU!
I'D SHARE MY DATA WITH YOU, BUT I DOUBT WE'D SEE... EYE TO EYE!
THWP
THWP
REALLY? YOU WERE GOING TO WEB MY EYES SHUT TO DISTRACT ME?
THAT WAS YOUR GREAT PLAN?
NOT EVEN THEIR ASHES CAN TOUCH ME.
TSSSS
TSSSS
TSSSS
BUT THEY'LL CLOUD YOUR VIEW FOR A MOMENT.
AND THAT'S ALL I NEED TO REACH THE ONLY PLACE NEARBY...
...THAT CAN KEEP ME SAFE FROM THE IMPENDING BLAST.
YOU-- YOU WEREN'T BLUFFING? THEN THAT MEANS...
NO!
WELL, IF I AM TO DIE, SPIDER-MAN, THEN THE VERY LEAST I CAN DO...

...IS TAKE YOU WITH ME!
SKRAKOW


I THINK NOT, MS. LOPEZ. ANOTHER TIME PERHAPS.
WHAT?!
I'D KEEP YOU COMPANY IN THERE, BUT...


ZZZAP
...I APPEAR TO HAVE PRESSING ENGAGEMENTS ELSEWHERE.

ZRKKKZZ
YOU--YOU SAID I WAS GOING TO EXPLODE!
THAT THIS WOULD KILL ME! THAT I'D DIE!
WE ALL WILL. EVENTUALLY. AND SO WILL YOU, ESTRELLA LOPEZ. SOMEDAY.
SKZZ--
WHY, A SUN WITH YOUR MASS...
...SHOULD LAST WHAT? ABOUT 3.2 BILLION YEARS?
ENJOY THE CONTAINMENT POD.
AHHHH!

HOURS LATER.
PICK UP THE PACE, GUYS. WE HAVE THE SOUNDPROOFING IN PLACE.
NOW WE NEED THESE REINFORCING COLUMNS UP STAT!
QUIT BEING SUCH A TEACHER'S PET, #23. IT'S SAFE NOW.
NOTHING IS SAFE IF THE DODECAHEDRON IS EVER BREACHED, DOLT.
IT IS CRUCIAL THAT EVERYTHING IN THIS SUBLEVEL BE SECURE.
EVEN IF A BOMB WERE TO BE DROPPED DIRECTLY ABOVE, I WANT THIS LAB INTACT!
BOSS, SHOULD WE TRY TO FIND A WAY TO GIVE ESTR--UH, THE PERSON IN THERE FOOD OR WATER?
THERE IS A LIVING SUN IN THERE, #17. DOES THE SUN REQUIRE HIGH TEA?
THE GERMANE CONCERN IS THAT I AM ONE MINION DOWN. DO NOT MAKE ME REQUIRE TWO.
AM I MAKING MYSELF CLEAR?
YES, SPIDER-MAN, SIR. FIND YOU A REPLACEMENT. WE'RE ON IT!
SOMEONE WHO KNOWS THEIR PLACE! WHO IS CONTENT TO BASK IN THE LIGHT OF MY BRILLIANCE!
FROM THIS MOMENT ON, AND FOR ALL THE YEARS TO COME, I SHALL RELY ON MY MIND--

"--AND MY MIND ALONE! NO ANSWER SHALL ELUDE MY UNPARALLELED INTELLECT!"
LOOK AT YOU! ONLY OTTO OCTAVIUS COULD HAVE CONCEIVED OF SUCH A MARVEL!
A WAY TO HARNESS THE POWER INSIDE THIS CHAMBER!
A WEAPON THAT WILL TRANSMIT A BEAM AS POWERFUL AS A SOLAR FLARE!
JUNK BIN!
WITH YOU, I SHALL BE ABLE TO INCINERATE ANY TARGET.
FROM AN ENTIRE CITY TO ONE MAN.
ONE SPIDER-MAN.
THE NATURE OF THIS POWER SOURCE STILL VEXES ME THOUGH.
HOW DOES IT WORK? HOW DID I MAKE THIS MIRACLE HAPPEN?!
NO MATTER. I WILL UNLOCK YOUR SECRETS EVENTUALLY. FOR NOW, ALL I REQUIRE IS A LITTLE MORE OUTPUT FROM THIS HIDDEN TREASURE...

A LESSER MAN WOULD BE TOO FEARFUL TO OPEN THIS DOOR JUST A CRACK...
...BUT IF MY INGENUITY COULD KEEP YOU IN YOUR PLACE THEN...
...IT CAN DO SO NOW!
YES! I CAN FEEL IT! THE RAW, UNLIMITED POWER!
AND IT IS MINE! MINE TO CONTROL! MINE TO--
GYAHH!
AT LAST!
SHAKT

I'M FREE!

ALL THIS TIME, TRAPPED IN THERE WITH NOTHING! NOTHING TO HEAR! TO TOUCH! TO SEE!
NOTHING TO KEEP ME SANE BUT THE THOUGHT OF ONE THING--
--VENGEANCE ON THE MAN WHO IMPRISONED ME!
...
ESTRELLA?
PLEASE. I BEG YOU. DON'T--DON'T KILL ME.
KILL YOU? I DON'T KNOW YOU.
I WANT SPIDER-MAN!

US
ATOMIC
TCHOOM
WELL, THAT DIDN'T GO AS PLANNED.
IN FACT...
...IT WENT EVEN BETTER!
HA HA HA!
GOOD LUCK, WALL-CRAWLER!

SUPERIOR SPIDER-MAN RETURNS VARIANT BY KEN LASHLEY & JUAN FERNANDEZ

SUPERIOR SPIDER-MAN #1 VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

SUPERIOR SPIDER-MAN RETURNS VARIANT BY GIUSEPPE CAMUNCOLI & EDGAR DELGADO

SUPERIOR SPIDER-MAN #1 VARIANT BY DOALY

1

SUPERNOVA

PART ONE:

MISTAKEN IDENTITY CRISIS

NEW YORK CITY.
Near Times Square.
JOAN'S JEWELRY
NICE TRY, LADY.
BUT WHEN IT COMES TO MIRAGE...
...IT'S "STOP, THIEVES."
PLURAL.
HOW EMBARRASSING...
STOP, THIEF!
...HERE YOU ARE, OUT AND ABOUT, HANGING WITH FRIENDS...
...AND YOU ALL SHOW UP WEARING THE SAME OUTFIT.
THAT'S SO GAUCHE.
AW #$%&!
SPIDER-MAN!

DOESN'T MATTER!
YOU CAN'T STOP ALL OF US!
WOULDN'T DREAM OF IT. BESIDES...
...I'VE GOT THE NIGHT OFF. I'M LETTING MY JUNIOR PARTNER TAKE THE LEAD ON THIS ONE.
KID? THAT'S YOUR CUE.
YOU SURE ABOUT THIS, BOSS?
WHAT'S OUR DEAL?
I ONLY GET TO HELP OUT WITH THE D-LISTERS.
RIGHT. AND THIS IS MIRAGE, NOT MYSTERIO. KNOCK YOURSELF OUT.
D-LISTERS?!
HOW
DARE
YOU!
HEY, IF IT HELPS, I THINK YOUR GRAPHICS ARE AMAZING!
SPIDEY! HOW DO I FIND THE REAL GUY?

WHAT'RE YOU SEEING *UP* THERE THAT I'M NOT--?
OH! GOT IT!
I'VE ALREADY SPOTTED HIM.
ANY HINTS?
NOPE.
C'MON!
YOU'RE HANGING ON A *LAMPPOST.*
IT'S THE *LIGHT.*
THWIP
THE FAKES ARE *MADE* OF LIGHT.
ONLY THE *REAL* MIRAGE CASTS A *SHADOW!*
TAKEN OUT BY A KID. I *AM* D-LIST.
COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN, AND HIS AMAZING FRIEND!
THANK YOU, SPIDEY! WHO'S YOUR FRIEND?
SPIDER-BOY, THE WEB-LESS WONDER!
WOULDA BEAT HIM FASTER IF I *HAD* WEB-SHOOTERS.
YOU'RE *NOT* READY FOR THEM. BUT YOU KNOW WHAT YOU *ARE* READY FOR?

TWO SCOOPS, KID. YOU DESERVE IT.
WELL?
PETE, WE *USED* TO GET ICE CREAM *ALL* THE TIME.
YOU JUST DON'T REMEMBER IT.
I'M SORRY, *BAILEY.*
HEY, IT'S NOT *YOUR* FAULT MY ENTIRE *LIFE* GOT ERASED FROM EXISTENCE.
MOVING
SICKED
SEE END OF THE SPIDER-VERSE. --ELLIE

THE SAME THING KINDA HAPPENED TO *YOU,* RIGHT?
SORT OF. EXCEPT THE TIME I WAS "AWAY"...
...I LIVED AN ENTIRELY *DIFFERENT* LIFE.

ONE WHERE MY *UNCLE BEN* WAS ALIVE.
NOW THAT I'M *BACK*...THAT'S ALL GONE. AND IT'S LIKE I'VE LOST HIM ALL OVER AGAIN.
I STILL REMEMBER THAT TIME THOUGH. *EVERY* SINGLE MOMENT OF IT.

KINDA WISH I DIDN'T.
SO I COME BACK AND *NO ONE* REMEMBERS ME.
AND YOU COME BACK WITH *EXTRA* MEMORIES. WANNA *TRADE?*

BAILEY...
WHATEVER. LOOK, I'M *BACK!* AND *I'M* SPIDER-BOY! AND...

...I GET TO HANG OUT WITH YOU. AND HAVE WEIRD ADVENTURES. AND...
...ICE CREAM.
ANYTIME! BUT I CAN'T HELP BUT FEEL RESPONSIBLE FOR YOU. AND THERE'S A LOT I DON'T KNOW.
LIKE IF NO ONE REMEMBERS YOU...
...WHERE ARE YOU LIVING? HOW ARE YOU EATING? GETTING BY? ARE YOU GOING TO SCHOOL?
GEEZ. QUESTIONS MUCH?
ALL RIGHT, I HAVEN'T BEEN A HUNDRED PERCENT HONEST WITH YOU...
...AND THERE ARE SOME THINGS YOU NEED TO KNOW--
STOP!
WHAT?!
EASY WITH THE MASK THERE, PARTNER.
YOUR SPIDEY-SENSE DOESN'T WARN YOU WHEN YOU'RE IN DANGER.
THIS TIME, MINE'S GOT YOU COVERED.
CNN
LIVE FROM TIMES SQUARE
YOU ALMOST PUT YOUR WHOLE FACE ACROSS TIMES SQUARE. THAT WAS A CLOSE ONE!
GO ON. SAY "HI" TO EVERYBODY, SUPERSTAR.
LIVE...

THERE YOU ARE!
SHWOOM
TIME
BULL
THE BIG SHOW
CARB
MOVING
BANK ONE
I'VE BEEN LOOKING FOR YOU EVERYWHERE!
BUT BROADCASTING YOUR LOCATION ON A BIG SCREEN IN TIMES SQUARE?
I NEVER IMAGINED YOU'D MAKE THIS SO EASY, SPIDER!
NOW FINALLY, I CAN HAVE MY REVENGE!
WHOA! KID, IS THIS ONE OF YOURS?
NOPE. SHE'S DEFINITELY ONE OF YOUR BADDIES.
REALLY? 'CAUSE I'M DRAWING A BLANK HERE.

A BLANK?! YOU LEFT ME TRAPPED IN A TINY BOX!
BURNING ALIVE! FOR--I DON'T EVEN KNOW HOW LONG!
SO TELL ME, SPIDER-MAN...
...DO YOU REMEMBER ME NOW?!
FWA-
BANCO BANK
U.S.A.F.
HAPPY
DEFINITELY AN A-LISTER!
YEAH! YOU DO NOT ENGAGE! UNDERSTOOD?!
YEP. WHERE DO YOU WANT ME?
NEW JERSEY!
I'LL DO CROWD CONTROL!
FINE!
THWIP

GREAT. FIRST, IT'S A FORGOTTEN SIDEKICK...

...NOW A FORGOTTEN *SUPER VILLAIN.*

AND A *TOP-TIER* ONE TOO! YOU'RE LIKE THE HUMAN TORCH *TIMES TEN!*

NO. I WAS THINKING OF HOW I ONCE RENTED A *CHEVY* NOVA.

WHY IS HE ANTAGONIZING HER?!

C'MON. THAT'S A *CLASSIC* SPIDEY MOVE.

HE'S KEEPING HER FOCUS ON HIM, LEADING HER AWAY...

...AND GIVING YOU ALL A CHANCE TO--

YOU *KNOW* ME! YOU *NAMED* ME!

I AM *SUPERNOVA!*

WAIT!

--*GET CLEAR!*

KTAM

NEW YORKERS SHOULD BE ADVISED...

...TO STAY CLEAR OF TIMES SQUARE! IT'S A WAR ZONE OVER HERE! WE REPEAT...

...A SUPERHUMAN BATTLE IS CURRENTLY UNDERWAY IN MIDTOWN--
TRAFFIC'S GOING TO BE MURDER.
IT'S LOVELY TO SEE YOU, AIDEN. SO WHAT BRINGS YOU TO NEW YORK?
CLOSED SORRY
BNN NOW TIMES SQUARE LIVE....SPIDE
98
HONESTLY? YOU. I'M NOW RUNNING MY DIVISION IN AUSTRALIA...
...AND I WANT YOU, ANNA MARIA MARCONI, TO BE MY FIRST HIRE.
YOU'RE THE BEST SCIENTIST I'VE EVER WORKED WITH.
AIDEN, WE DID MORE THAN WORK TOGETHER.
I'M SORRY, BUT THAT WOULD BE... AWKWARD.
YOU'D LET AN OLD OFFICE ROMANCE GET IN THE WAY OF AN OPPORTUNITY LIKE THIS?
YOU WOULDN'T BE SAYING THAT...
...IF YOU KNEW MY HISTORY WITH OFFICE ROMANCES. THE GUY BEFORE YOU WAS--
IT'S SPIDER-MAN! WONDER WHO HE'S FIGHTING THIS TIME.
LOOKS LIKE A NEW ONE.
NO WAY. THAT'S--
--ESTRELLA LOPEZ?!
BNN NEWS
TIDER-MAN BATTLE IN

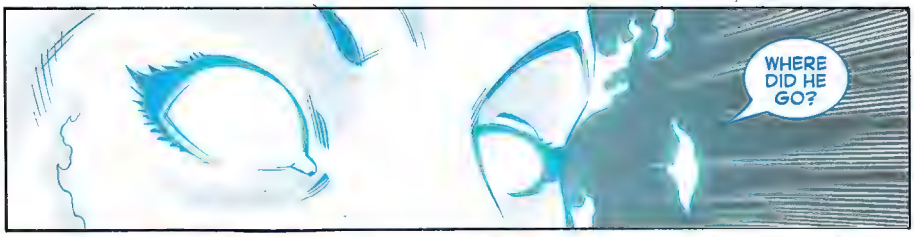
MY DEAR ESTRELLA, LOOK HOW BRIGHTLY YOU BURN.
THE TIME IT'S TAKEN TO FOLLOW YOUR BLAZING TRAIL HAS BEEN MORE THAN WORTH THE EFFORT.
STILL, IT'S A SHAME I'VE MISSED EVEN ONE SECOND OF THIS GLORIOUS SPECTACLE!
STAND STILL, BLAST YOU!
YOW!
LADY, IF I STAND STILL, YOU WILL BLAST ME!
LOOK, CAN WE TALK? Y'KNOW, BEFORE YOU SET THE REST OF NEW YORK ON FIRE?!
IT'S PERFECTION. AND I, OTTO OCTAVIUS, WOULD SEE MORE OF IT!
OCKTOIDS, GO FORTH!
RECORD THEIR BATTLE ON EVERY KNOWN FREQUENCY AND WAVELENGTH.
MY WORST ENEMY ABOUT TO BE INCINERATED...
...BY MY GREATEST CREATION.

MY LIFE'S WORK. MY RAISON D'ÊTRE...
...HAS BEEN THE SEARCH FOR A CONTROLLED AND SUSTAINED *FUSION REACTION!*
THE POWER OF THE SUN IN THE PALM OF MY HAND!
OVER THE YEARS, THIS DISCOVERY'S BEEN EVER OUTSIDE MY GRASP...
...EXCEPT FOR ONE *MYSTIFYING* MOMENT, LONG AGO...
...BACK WHEN I'D PLACED *MY MIND* INSIDE THE WALL-CRAWLER'S *BODY*, AND TAKEN HIS PLACE AS SPIDER-MAN.
IF NOT FOR THE DUPLICITY OF MY LAB ASSISTANT, *ESTRELLA LOPEZ*, I WOULD'VE MADE THAT BREAKTHROUGH!
INSTEAD, SHE THOUGHT TO PILFER THAT POWER FOR *HERSELF*...
...AND BECAME *SUPERNOVA*.
A BIASED ACCOUNT OF SUPERIOR SPIDER-MAN RETURNS. --ELLIE
IN AN ACT OF SELF-PRESERVATION, I WAS FORCED TO CONTAIN HER BACK THEN.
AND WHEN I UNINTENTIONALLY FREED, MS. LOPEZ, EARLIER TONIGHT...
SPIDER-MAN!
...HER GRIEVANCES WERE UNDERSTANDABLY...
...AND HILARIOUSLY *MISPLACED*.
FWAM
WALLOPING WEB-SNAPPERS!
AH. DELIGHTFUL.
SO MUCH DESTRUCTION. AND THE *DATA. SCORES* OF DATA.

PLEASE! I HAVE NO IDEA WHO YOU ARE. YOU SURE YOU GOT THE RIGHT GUY?
THERE ARE A LOT OF ME RUNNING AROUND. MAYBE YOU'RE IN THE WRONG SPIDER-VERSE?
DON'T GASLIGHT ME! I KNOW YOU! YOU'RE TO BLAME FOR WHAT HAPPENED TO ME!
AND IT'S TIME FOR YOU TO GET EXACTLY WHAT YOU DESERVE!
LET'S SEE... HOW WOULD YOU PUT IT? AH! YES!
THE DIE IS CAST!
OOOKAY! I KNOW EXACTLY WHO YOU THINK I AM NOW.
FSHMM
THAT...
...IS VERY...
...NOT GOOD.
CREEEECH

SPIDEY! DO SOMETHING!
THWIP
THWIP
I GOT IT! I--
AAHHH!
LOOK AT YOU!
YOU'RE THE WORST MAN I'VE EVER MET. WHY DO YOU DO IT?
WHY DO YOU PLAY AT BEING THE HERO?
Gnhh! C-C-CALL ME CRAZY, BUT--
--SOMETHING TELLS ME YOU WOULDN'T BELIEVE ME.

GYAH!
HERE! YOU REALLY NEED TO COOL DOWN--
--AND LET OFF SOME STEAM!
KANG
TSSSSSSS
NICE TRY! BUT NOTHING WILL STOP ME FROM--


WHERE DID HE GO?

NO! SHOW YOURSELF!
NOT ON YOUR LIFE.
OR RATHER NOT ON MY LIFE.
THE ANSWER HERE'S AN EASY ONE. SUPERNOVA'S NOT ROBBING A BANK OR TRYING TO TAKE OVER THE WORLD.
ALL SHE WANTS IS SPIDER-MAN. SO THE BEST WAY TO KEEP EVERYONE SAFE...
...IS FOR SPIDER-MAN TO GO AWAY!
OW!
MY SPIDER-SENSE IS STILL GOING OFF LIKE CRAZY.
YEAH! A WOMAN WITH THE POWER OF THE SUN IS TRYING TO KILL ME!
I'M IN DANGER. I GET IT! NOW TAKE IT DOWN A NOTCH. GEEZ.

DON'T SEE HIM ANYWHERE.
DAMN IT!
THIS ISN'T OVER, SPIDER-MAN!
I WILL FIND YOU AGAIN!
GOOD LUCK WITH THAT.
'CAUSE AS LONG AS YOU'RE OUT THERE LOOKING FOR HIM...
...SPIDEY'S GONNA TAKE A NICE, LONG BREAK.
BOOM. PROBLEM SOLVED.

AH. YOU'RE BACK. EXCELLENT.
NOW SHOW ME.
WHAT NEW DATA HAVE YOU COLLECTED ON SUPERNOVA?
WHAT IS IT, OCKTOID #36?
BLOOP
YOU HAVE INFORMATION ABOUT SPIDER-MAN?
NONSENSE. I'VE STUDIED HIM FOR YEARS.
I KNOW EVERYTHING THERE IS TO KNOW ABOUT...
SHLORP
...PETER PARKER.

BUT IF HE'S...THAT MEANS WHEN I WAS SPIDER-MAN...

...I WAS PETER PARKER!

YES! THAT WAS THE MISSING PIECE!

IT--IT'S ALL COMING BACK TO ME!

MWA-HA-HA!

I REMEMBER EVERYTHING!

2

SUPERNOVA

PART TWO:

SUIT UP

MIDTOWN MANHATTAN...
LADY, THIS IS AS CLOSE TO TIMES SQUARE AS I CAN GET. IT AIN'T SAFE!
RADIO SAYS SPIDER-MAN'S FIGHTING SOME CRAZY FIRE LADY THERE.
BOOKS
BUT THAT'S WHY I HAVE TO GET OVER THERE. PLEASE!
WHAT?!
MY NAME'S ANNA MARIA MARCONI. I'M ONE OF SPIDEY'S FRIENDS.
AND I KNOW SOMETHING ABOUT THAT WOMAN HE'S FIGHTING...
...INFORMATION HE CAN'T POSSIBLY HAVE!
GET ME INTO TIMES SQUARE, AND MAYBE YOU AND I CAN SAVE HIM!
LADY, YOU'RE NUTS!
BUT--
GET THE #$%& OUTTA MY CAB!
WONDERFUL. WITH MY TINY LEGS AND GOING AGAINST THE CROWD...
...THIS MIGHT TAKE A WHILE.
HANG IN THERE, PETE. I KNOW I CAN HELP, BECAUSE I KNOW EXACTLY WHO YOU'RE UP AGAINST.
TROBROY'S TAXI
RATES -

HERE'S WHAT I KNOW. SHE CALLS HERSELF SUPERNOVA...
...SHE HAS THE RAW POWER OF A LIVING SUN, AND SHE WANTS ME DEAD.
SPIDER-MAN! YOU WANT TO PLAY HIDE-AND-SEEK? FINE!
I'LL SMOKE YOU OUT! EVEN IF I HAVE TO BURN ALL OF NEW YORK TO THE GROUND!
SO I THOUGHT, "HEY, SHE DOESN'T KNOW WHO SPIDEY IS UNDER THE MASK...
"...IF I CHANGE BACK INTO PLAIN OL' PETER PARKER, THAT'LL SOLVE EVERYTHING."
GREAT PLAN THERE, GENIUS.
NOW SHE'S GOING AFTER EVERYONE--
--AND ESPECIALLY ANYONE WHO KNOWS ME!
DON'T WORRY. I GOT THIS.
YOU THERE! KID!
SPIDER-BOY! GET OUT OF HERE!
WHOA! WHEN'D I BECOME MR. POPULAR?

YOU! YOU'RE HIS "KID SIDEKICK"! YOU *KNOW* WHERE I CAN FIND HIM!
"HIM"? PLEASE. I'M *SPIDER-WOMAN'S* SIDEKICK.
YOU MUST'VE BUTT-DIALED ME OR SOMETHING.
I *TOLD* HIM TO HANG BACK AND HELP ALL OF THE CIVILIANS.
HE'S HERE BECAUSE OF *ME*. HE'S *MY* RESPONSIBILITY.
NO TIME TO CHANGE BACK.
REAL FUNNY, KID, BUT FUNNY *WON'T* SAVE YOU.
THAT DOESN'T MATTER. I HAVE TO SA--
WHIPPP
OW! IS THAT-- *OH NO!*

I DON'T HAVE TIME FOR THIS!
NOT NOW!
KRANG!
Unhh!
OTTO OCTAVIUS.
GOOD EVENING, MR. PARKER.
I DON'T KNOW WHAT IT IS YOU THINK YOU'RE DOING HERE, BUT--
ERK!
OH, I KNOW EXACTLY WHAT I AM DOING.

I KNOW EVERYTHING! BECAUSE I REMEMBER IT ALL...
...SPIDER-MAN!

OKAY, OTTO. YOU GOT ME. YOU WIN. BUT PLEASE...
"...LET ME GO. I HAVE TO SAVE THE BOY!"
FWASH!
WHERE IS YOUR PARTNER?! TELL ME!
GYAHH!
MY BUG-PACK! IT'S MELTING?!
IT'S GONNA BURN A HOLE RIGHT THROUGH MY BACK UNLESS I--
THIS'S GONNA REALLY HURT!
YEOW!
HOT! HOT! HOT
SHRP

HEY, NO WORRIES.
NOT LIKE I WAS USING THOSE FINGERS ANYWAY.
ENOUGH, KID. OUT WITH IT.
WHERE CAN I FIND SPIDER-MAN?!
OCK, PLEASE! IT'S ME SHE WANTS. SPIDER-BOY'S GOT NOTHING TO DO WITH THIS!
AND YET YOU LET THE LAD TAG ALONG, DIDN'T YOU?
I KNOW THAT IF I WERE IN YOUR SHOES, I WOULD'VE MADE THE SUPERIOR CHOICE TO SHUN HIM!*
THIS HAPPENED LAST ISSUE. -ELLIE.
HEH. IT'S A SHAME, PARKER, BUT THIS IS ALL ON YOUR HEAD.
TELL ME, HOW DOES THAT FEEL?
I'D SAY A LITTLE SOMETHING LIKE--
KLANG
--THIS!

A CHEAP SHOT! BUT THAT'S *ALL* YOU HAVE LEFT, ISN'T IT, *WALL-CRAWLER?!*

YUP. WOE IS ME. HERE WE ARE. *YOU* WITH THE UPPER HAND. *AGAIN.*

HOW'S THAT WORKED FOR YOU IN THE PAST, *OTTO?*

AND HOW MANY TIMES HAVE I SENT YOU ON YOUR WAY WITH YOUR METAL TAILS BETWEEN YOUR LEGS?

NOT *THIS* TIME!

YOU ARE *DEFENSELESS!* WITHOUT ANY OF YOUR WEAPONS OR GEAR!

DON'T NEED 'EM! NEVER HAVE!

SPARE ME. FOR *NOW* NOT ONLY DO I POSSESS MY MOST *ADVANCED ARMS....*

...BUT I *REMEMBER* BEING *INSIDE YOUR HEAD!* I KNOW *ALL* YOUR *WEAKNESSES!*

"RIGHT NOW, YOU'RE *DISTRACTED.*

"MOST LIKELY THINKING ABOUT YOUR *YOUNG WARD.*

"WHO, WITHOUT *YOUR* HELP...

EEP!

SPIDEY!

"...IS SURELY FACING *CERTAIN DEATH.*"

I COULD USE A LITTLE--

AHHHH!

NO! WHAT HAVE I DONE?!

DAMN YOU, OTTO! THIS ISN'T A GAME!
OH, IT MOST DECIDEDLY IS, PETER!
A GAME WHERE I HAVE THE ADVANTAGE...
"...WHERE YOU HAVE EVERYTHING TO LOSE..."
I--I DIDN'T MEAN TO!
MY POWER! I CAN'T ALWAYS CONTROL IT! I'M SORRY!
...AND, IN CASE YOU HADN'T NOTICED...
...A GAME WHERE I AM CLEARLY WINNING!
HE LIVES. FORGIVE ME, BOY.
I MUST LEARN TO CONTAIN MYSELF.
THERE'S ONLY ONE PERSON ON EARTH WHO DESERVES THE FULL FORCE OF MY WRATH.
Unhh...

HA HA HA!
OH, I HAVEN'T HAD THIS MUCH FUN IN AGES!
LAUGH IT UP, DOC. LET'S SEE IF YOU STILL FEEL THAT WAY...
...WHEN I LEVEL THE PLAYING FIELD...
...AND MAKE THIS A FAIR FIGHT!
HEY!
WAK
FTAM!
UNFF!
POK
KRAK
WOMP
TUNK
THWAK

FINALLY! AFTER ALL THIS TIME-- I AM TRIUMPHANT!
THOUGH IT TOOK YEARS, FROM THE MOMENT YOU DECIDED TO INTERFERE IN MY PLANS...
...YOUR EVENTUAL DEFEAT WAS INEVITABLE! NOW, LET THE LAST WORDS YOU HEAR BE MY VOICE DECLARING...
...THE DIE IS CAST!
"THE DIE IS CAST"?
OTTO?
ANNA?

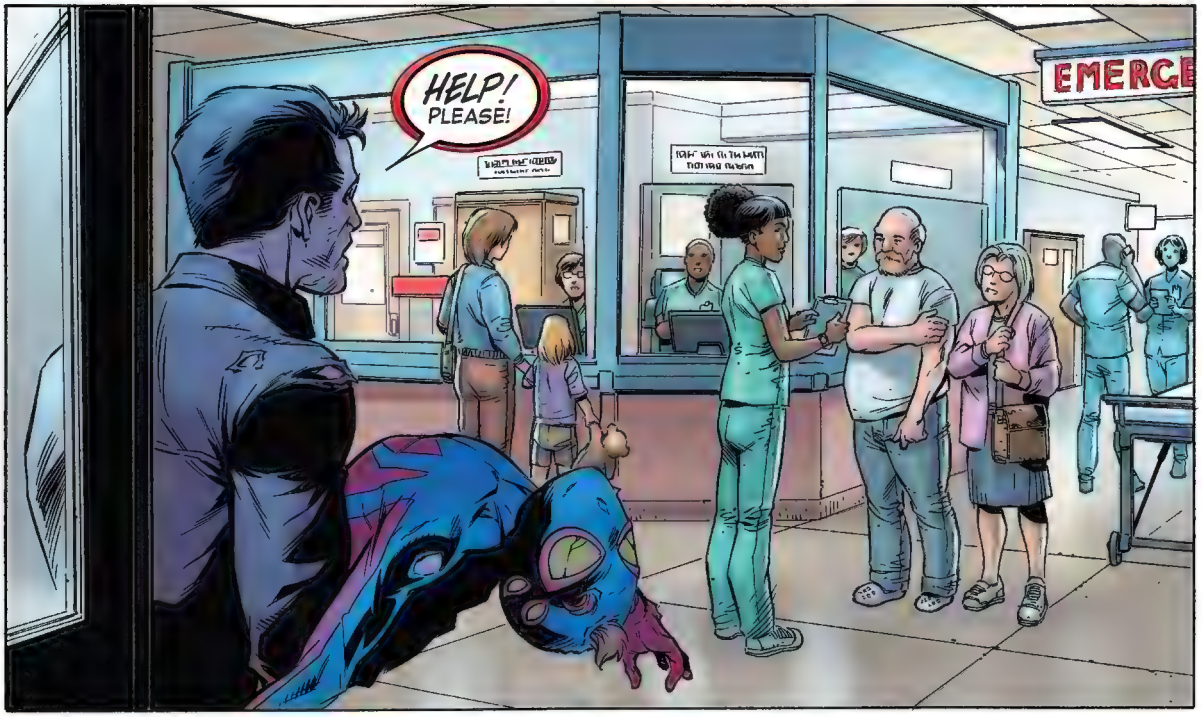
OOHHH!
GROINK
WH-WHAT...
...KIND OF...
...HERO...
...DOES THAT?
A DESPERATE ONE, DOC.
ANNA? WHAT ARE YOU DOING HERE?
I CAME TO TELL YOU I KNOW WHO YOUR NEW ENEMY IS AND WHY SHE'S AFTER YOU.
SHE'S NOT. SHE'S AFTER HIM. FOR SOMETHING HE DID WHEN HE WAS SPIDEY.
THMP-P-P

BUT THAT'S ABOUT ALL I KNOW.
HER NAME'S ESTRELLA LOPEZ, AND SHE WORKED FOR YOU...
OTTO.
...SPIDER-MAN AS A LAB ASSISTANT...
LET ME GUESS...
...LAB ACCIDENT, BINGO, BANGO, BOOM, SUPERNOVA, RIGHT?
SURE. BUT THERE'S MORE TO IT THAN THAT.
THERE CAN'T BE, ANNA. NOT NOW. I APPRECIATE YOUR HELP, BUT THERE'S A YOUNG BOY IN TROUBLE.
I HAVE TO FIND HIM. AND I CAN'T BE LOOKING OUT FOR BOTH OF YOU.
I CAN LOOK AFTER MYSELF, PETER!
THAT'S NOT WHAT I--
OH BOY!
I KNOW YOU TWO!
PETER PARKER AND ANNA MARIA MARCONI.
YOU WORK FOR SPIDER-MAN, DESIGNING HIS TECH. YOU TALKED ME INTO WORKING FOR HIM TOO!
WE DID?
YEP. WE DID.

YOU MUST HAVE SOME WAY OF CONTACTING HIM!
TALK!
YOU FIRST!
YOU WERE TORMENTING A LITTLE KID EARLIER. WHERE IS HE? WHAT'VE YOU DONE WITH HIM?!
PETER?
LET'S NOT MAKE HER ANGRY, OKAY?
LAST THING WE'D WANT IS FOR HER TO TREAT US...
...THE WAY SHE WOULD SPIDEY.
ANNA? WHAT'S SHE DOING? WHY IS SHE GRABBING MY WRIST? AH--
--SHE WAS COVERING UP MY WEB-SHOOTER! GOOD CATCH!
I'M GLAD AT LEAST ONE OF US IS KEEPING THEIR COOL.
YOUR FRIEND IS RIGHT. MY BEEF ISN'T WITH YOU.
I SHOULD TRY TO... MAINTAIN MY CONTROL.
BUT I AM GROWING IMPATIENT.

ENOUGH WITH THE THREATS. JUST LEAVE HER OUT OF IT, TELL ME WHERE YOU LEFT THE KID...
...AND I'LL GIVE MYSELF UP, OKAY?
I'M NOT WHO YOU REALLY WANT, BUT IT'S ME. I'M--
PETER! DON'T!
YEAH, PETER. DON'T.
FWIP
YOU. YOU'RE COMING WITH ME.
TSSSSS
AHHH!
IT IS TAKING ALL OF MY CONCENTRATION TO KEEP MY HAND AT THAT TEMPERATURE.
BUT PLEASE, KEEP SCREAMING.
...
SORRY.
GOOD. WE HAVE AN UNDERSTANDING.

MR. PARKER, LISTEN UP! IF YOU EVER WANT TO SEE YOUR GIRLFRIEND AGAIN...
...YOU HAVE 24 HOURS TO BRING SPIDER-MAN TO THE OLD A.I.M. BASE WE RAIDED AGES AGO.
HE'LL KNOW WHERE IT IS.
DON'T GO! THAT WASN'T ME!
I HAVE NO IDEA WHERE THAT IS! WAIT!
PETER...
BAILEY?!
OH GOD, NO!
SOMEBODY! ANYBODY! HE NEEDS--


HELP! PLEASE!
EMERGE

WE'LL TAKE IT FROM HERE, MISTER...?
PARKER. PETER PARKER.
THAT POOR BOY. WE'VE BEEN TREATING MINOR BURNS AND CUTS FROM TIMES SQUARE ALL NIGHT.
THAT'S SPIDER-MAN'S SIDEKICK, YEAH?
HEARTBEAT'S FAINT BUT THERE. PUT HIM IN O.R. FOUR AND PAGE THE PEDIATRIC SURGEON.
FIRE

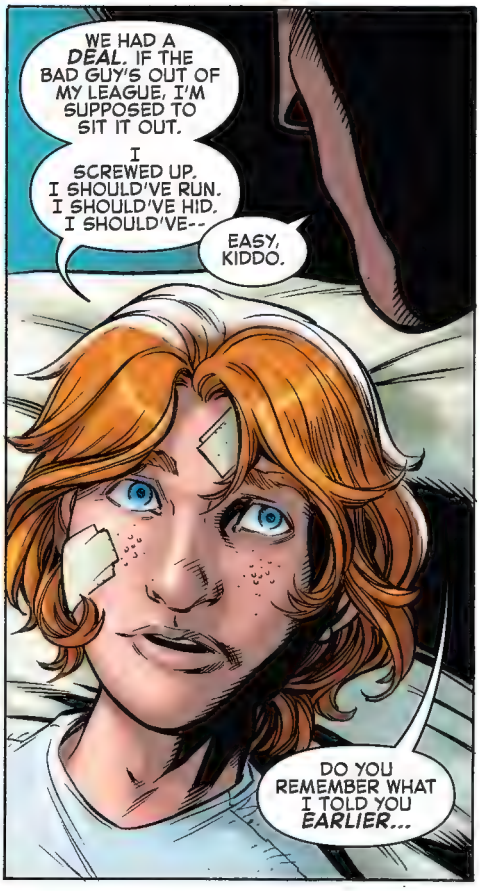
I PICKED HIM UP FROM THE BATTLE SITE AND... UM...
YOU DID WHAT YOU *COULD*, DEAR.
IF ONLY THERE WERE MORE PEOPLE LIKE *YOU* AROUND, MR. PARKER...

...AND LESS LIKE THAT HORRIBLE *SPIDER-MAN!*
BRINGING A BABY LIKE THAT INTO BATTLE! MAN LIKE THAT OUGHTA BE LOCKED UP!

YOU'RE MR. PARKER, THE ONE WHO BROUGHT SPIDER-BOY IN?
YEAH. IS HE GOING TO BE OKAY?
THE CHILD HAS A SUPERHUMAN METABOLISM. HE'S HEALING *FAR* FASTER THAN NORMAL.
HE SHOULD BE FINE IN A DAY OR TWO.
THERE IS SOMETHING WE WERE HOPING *YOU* COULD HELP US WITH.

DO YOU HAVE *ANY* IDEA *WHO* HE IS?
THERE ARE NO RECORDS. NO FINGERPRINTS. NOTHING ON FILE. IT'S LIKE HE DOESN'T EXIST.
WHY WOULD YOU THINK *I'D* KNOW ANYTHING?
BECAUSE HE *ASKED* FOR YOU...

"...HE WANTED TO THANK THE PERSON WHO BROUGHT HIM IN."
HEY, PETE.
HEY, BAILEY.
I--I'M SORRY.
YOU'RE SORRY? FOR WHAT?


WE HAD A *DEAL.* IF THE BAD GUY'S OUT OF MY LEAGUE, I'M SUPPOSED TO SIT IT OUT.
I SCREWED UP. I SHOULD'VE RUN. I SHOULD'VE HID. I SHOULD'VE--
EASY, KIDDO.
DO YOU REMEMBER WHAT I TOLD YOU *EARLIER*...

...ABOUT HOW THE WEB OF DESTINY LET ME LIVE OUT A SECOND LIFE?
ONE WHERE I WAS NEVER SPIDER-MAN?
BECAUSE OF THAT, I HAVE TWO SETS OF MEMORIES.
IN ONE, I HAD GREAT POWER, YET LACKED RESPONSIBILITY. BUT IN THE OTHER...
...I HAD NO GREAT POWER, I JUST DID THE RIGHT THING WITHOUT EVEN THINKING.
"IN THAT WORLD, I WOKE UP IN A HOSPITAL BED JUST LIKE THIS ONE.
"AND MY UNCLE BEN WAS THERE, WATCHING OVER ME, AND HE SAID..."
YOU KNOW YOU'VE ALWAYS BEEN A SON TO ME, BUT TODAY, YOU WERE SO MUCH MORE.
TODAY, YOU WERE MY HERO, PETER.
YOU SAVED A LOT OF PEOPLE TODAY, BAILEY BRIGGS. I'M PROUD OF YOU.
SO I'M STILL YOUR SIDEKICK?
NO.
YOU'RE MY HERO.

C'MON! THE CLOCK'S TICKING, PARKER, AND ANNA MARIA NEEDS YOU!
BUT WHERE DO I EVEN START?
I DON'T KNOW THE FIRST THING ABOUT SUPERNOVA.
HOW DO I EVEN FIND HER WITHOUT--?
YOU AGAIN?!
ALL RIGHT, OCK, LET'S DO THIS! YOU AND ME! ROUND TWO!
QUIET, YOU DOLT!
I HAVE NO TIME FOR YOUR PETTY RIVALRY!
MY BELOVED ANNA IS IN DANGER!
AND THERE IS ONLY ONE BEING ON THIS WRETCHED EARTH WHO CAN SAVE HER!
WELL? WHAT ARE YOU WAITING FOR?!

SUIT UP!

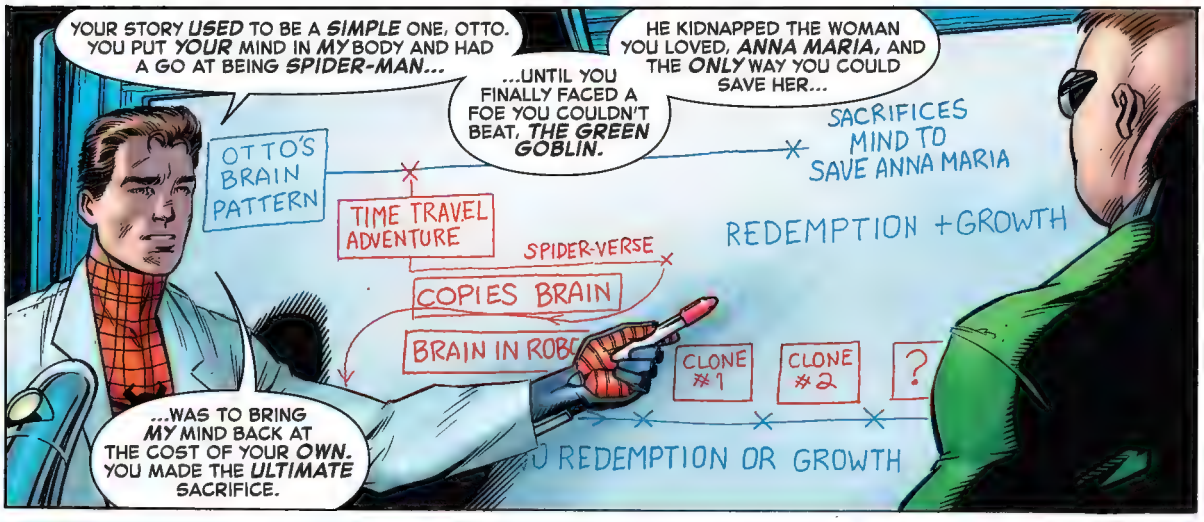
OSCORP PLAZA.
Peter Parker's Lab.
YOUR EQUIPMENT HERE IS SUBSTANDARD, PARKER...
...AND HARDLY WORTH THE EFFORT IT TOOK, TO WORM OUR WAY IN THROUGH THE AIR DUCTS!
WELL, MAYBE NEXT TIME DON'T BE THE WORLD-FAMOUS BAD GUY...
...WHO BROKE INTO THIS EXACT BUILDING WHILE BEATING UP ALL OF THEIR SECURITY GUYS...JUST LAST MONTH.
OTTO'S BRAIN PATTERN
BAH! AND ANOTHER THING...
SEE ASM #27-30. --ELLIE
...GET THOSE PUERILE PESTS OF YOURS TO STOP THAT AT ONCE!
IT'S MOST DISTRACTING.
CAN'T HELP YOU THERE, DOC. THEY'VE GOT A MIND OF THEIR OWN.
SO BE IT. WE'VE DONE ALL WE CAN HERE. THE DEVICE WE'RE CONSTRUCTING TO DEFEAT OUR COMMON FOE...
...IS ALMOST COMPLETE!

ITS ONE REMAINING ELEMENT RESIDES INSIDE ONE OF MY OLD LAIRS.
AND TO RETRIEVE IT, WE SHALL HAVE TO IMPLEMENT...
...MY ALL-NEW MASTER PLAN!

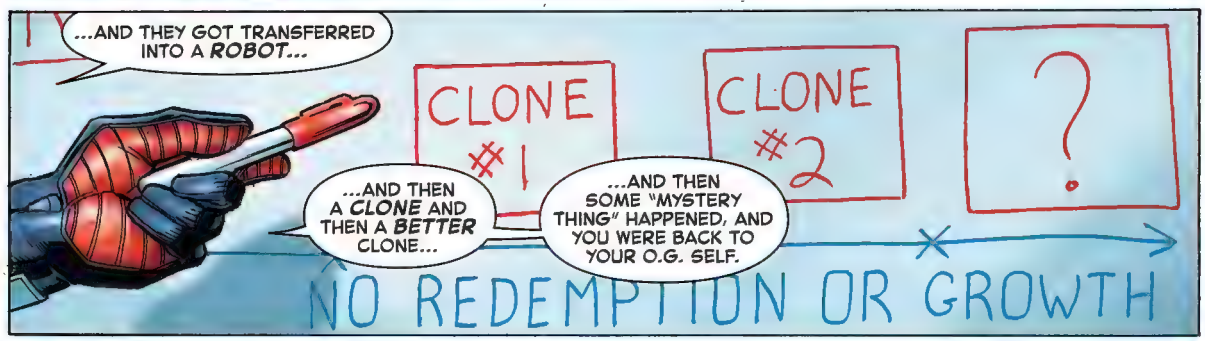
IN MY CURRENT FORM, MY OLD SECURITY MEASURES WON'T RECOGNIZE ME OR GRANT ME INGRESS.
BUT YOU, PETER, IN THE CORRECT ATTIRE AND WITH MY VOICE IN YOUR EAR...
THROUGH THE TWO OF US, THE SUPERIOR SPIDER-MAN SHALL LIVE AGAIN!
SACRIFICES MIND TO SAVE ANNA MARIA
SQUEAK

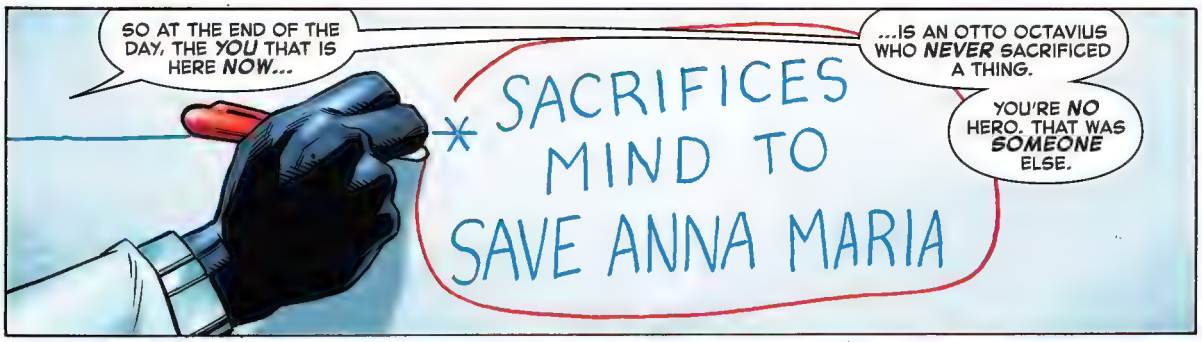
SQUEAK
EH?

WHAT IS THE MEANING OF THIS, PARKER?
WHAT ARE THESE CALCULATIONS? EXPLAIN!
SQUEAK
I'VE JUST BEEN DOING THE MATH, DOC...
...TO SEE WHETHER OR NOT I CAN TRUST YOU.


YOUR STORY USED TO BE A SIMPLE ONE, OTTO. YOU PUT YOUR MIND IN MY BODY AND HAD A GO AT BEING SPIDER-MAN...
...UNTIL YOU FINALLY FACED A FOE YOU COULDN'T BEAT, THE GREEN GOBLIN.
HE KIDNAPPED THE WOMAN YOU LOVED, ANNA MARIA, AND THE ONLY WAY YOU COULD SAVE HER...
OTTO'S BRAIN PATTERN
TIME TRAVEL ADVENTURE
SACRIFICES MIND TO SAVE ANNA MARIA
REDEMPTION +GROWTH
SPIDER-VERSE
COPIES BRAIN
BRAIN IN ROBO
CLONE #1
CLONE #2
?
...WAS TO BRING MY MIND BACK AT THE COST OF YOUR OWN. YOU MADE THE ULTIMATE SACRIFICE.
U REDEMPTION OR GROWTH

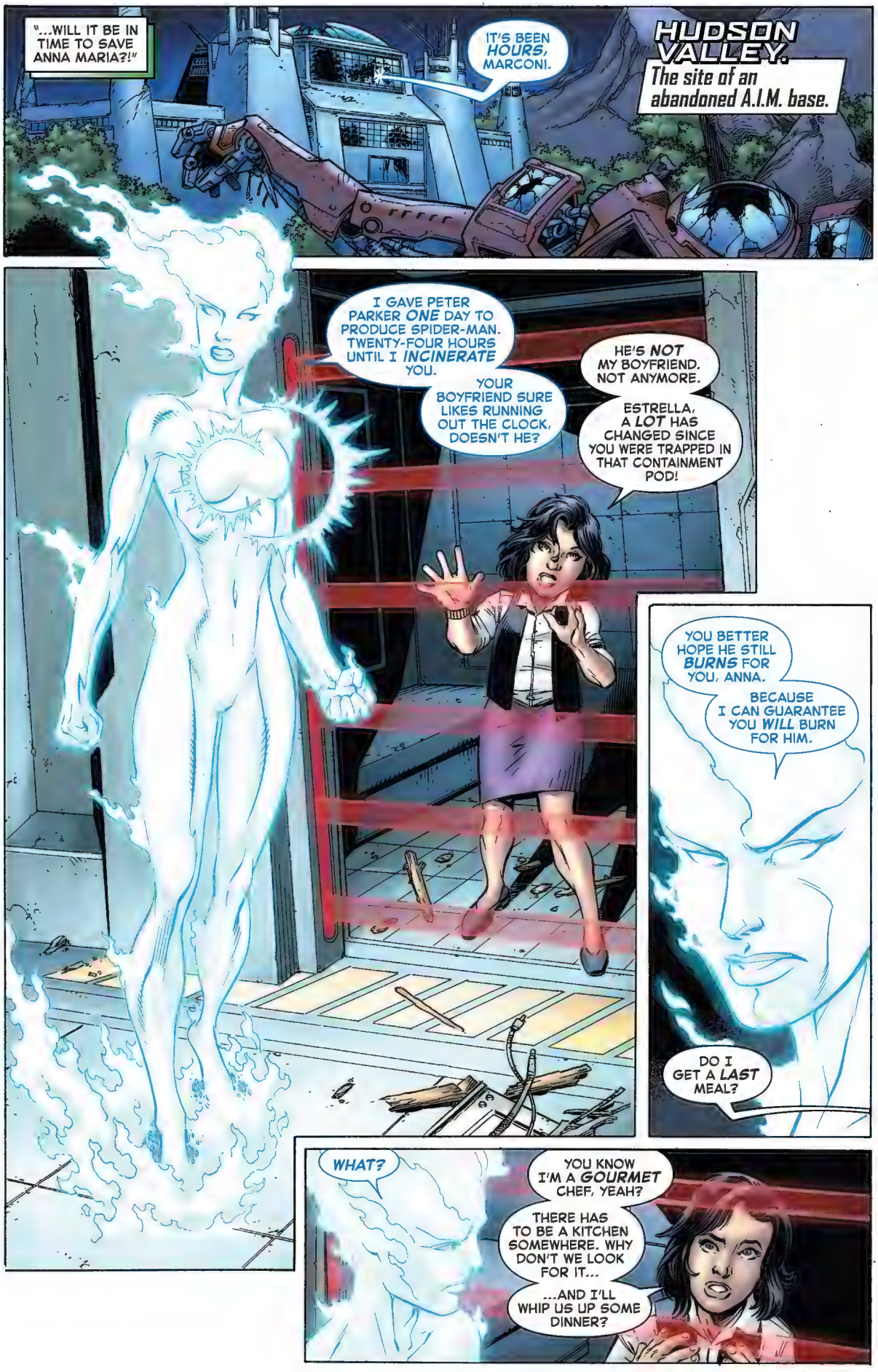
COPIES BRAIN
BRAIN IN ROBOT
THAT STORY SHOULD HAVE BEEN OVER. BUT THEN CAME SPIDER-VERSE.
AND A VERSION OF YOU FROM THE PAST--FROM BEFORE THAT HEROIC ACT--LEARNED HOW YOU'D DIE.
SO HE COPIED HIS BRAIN PATTERNS FROM THAT POINT IN TIME...

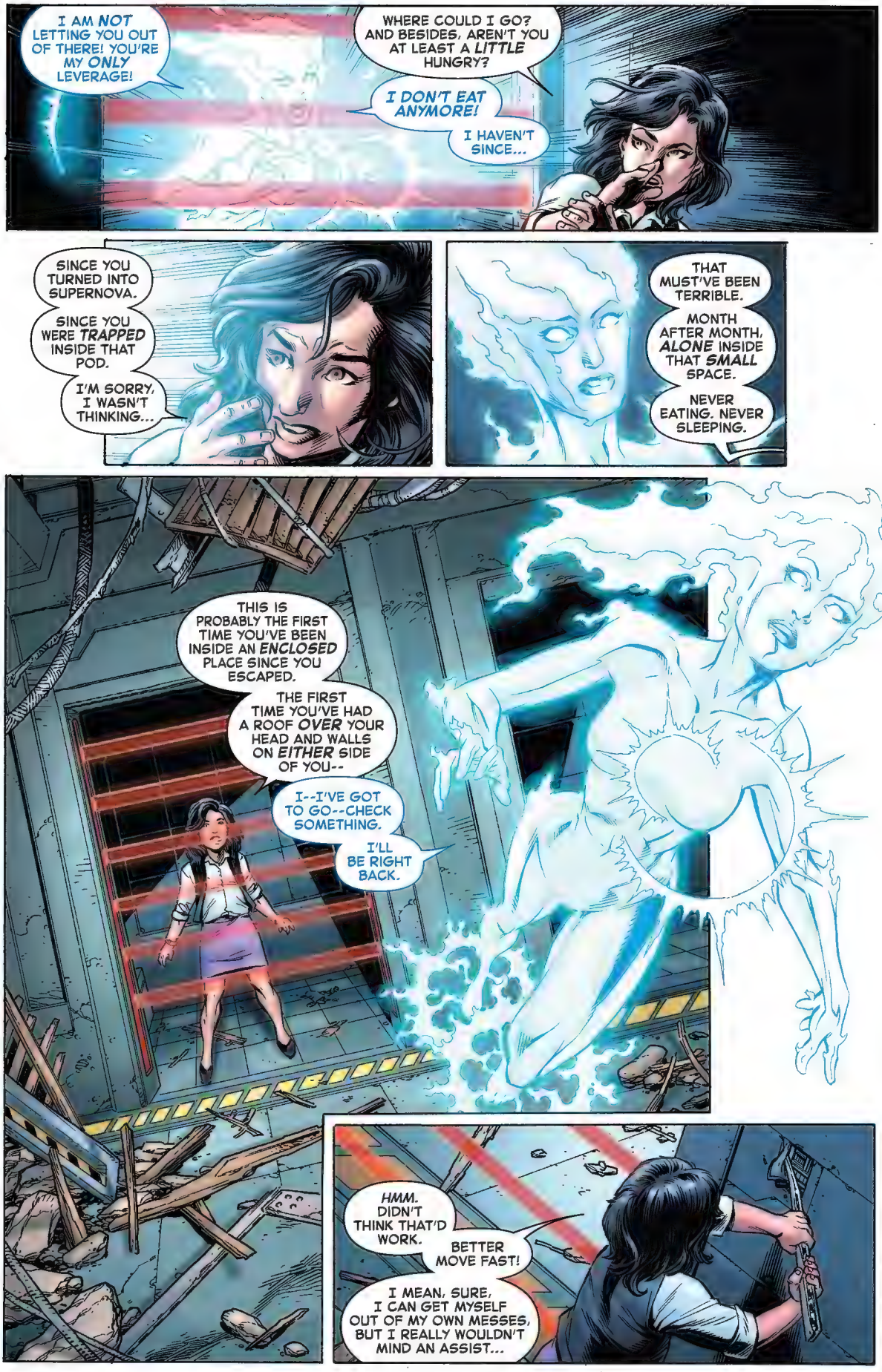

...AND THEY GOT TRANSFERRED INTO A ROBOT...
CLONE #1
CLONE #2
?
...AND THEN A CLONE AND THEN A BETTER CLONE...
...AND THEN SOME "MYSTERY THING" HAPPENED, AND YOU WERE BACK TO YOUR O.G. SELF.
NO REDEMPTION OR GROWTH

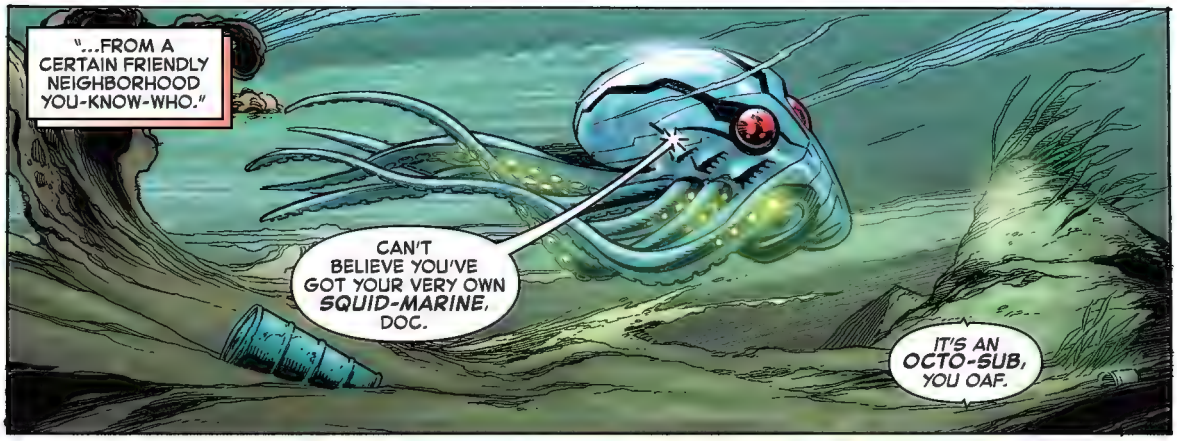

SO AT THE END OF THE DAY, THE YOU THAT IS HERE NOW...
SACRIFICES MIND TO SAVE ANNA MARIA
...IS AN OTTO OCTAVIUS WHO NEVER SACRIFICED A THING.
YOU'RE NO HERO. THAT WAS SOMEONE ELSE.

I JUST WISH THERE WAS SOME WAY I KNEW HE WAS IN THERE SOMEWHE--
ENOUGH! THIS NONSENSE ISN'T GETTING US CLOSER TO OUR GOAL!
SUPERNOVA HAS ANNA MARIA HOSTAGE! WE HAVE TO DO WHATEVER IT TAKES!
DO YOU NEED ME TO BEG? TO SAY I CAN'T DO THIS WITHOUT YOU? I CAN'T!
SAY SOMETHING! PLEASE!

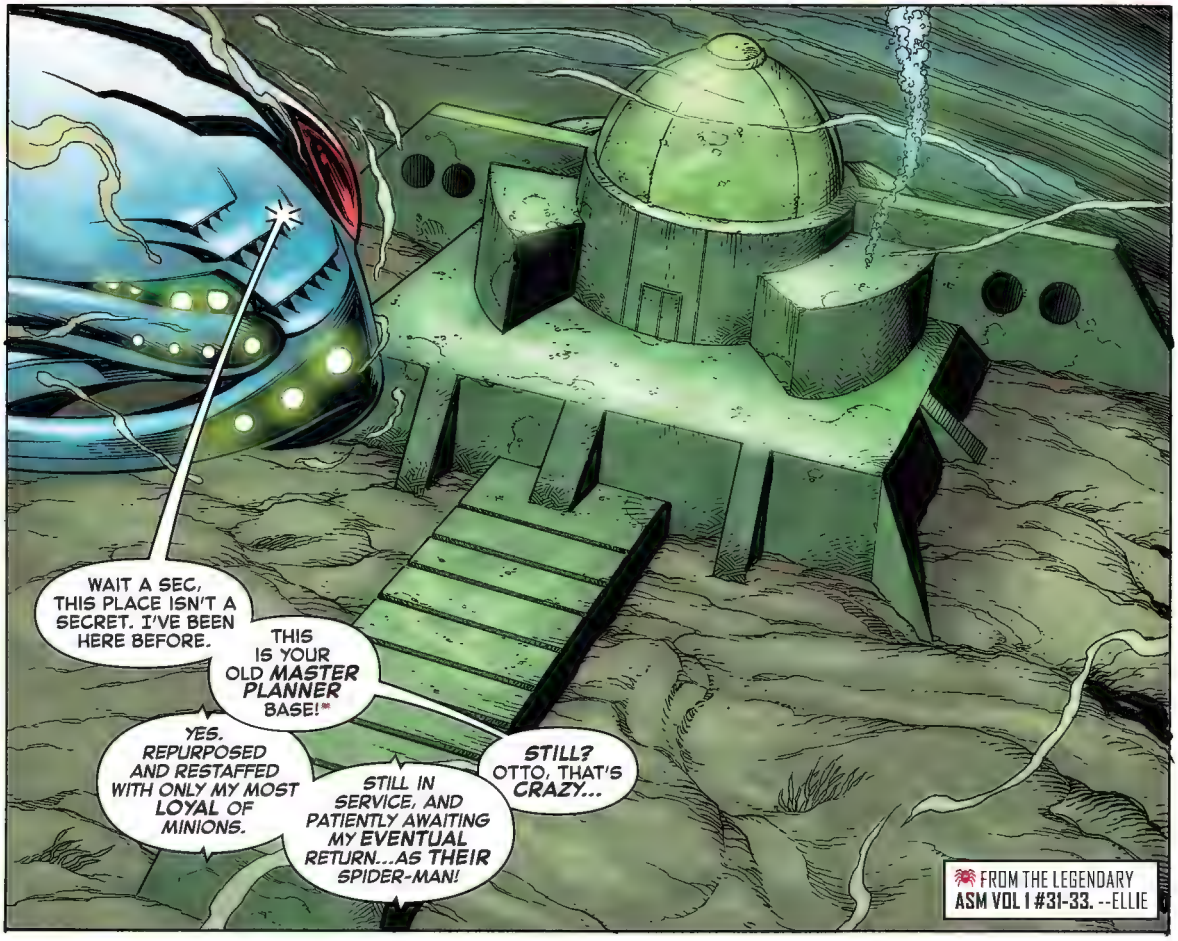
THE DIE IS CAST!
YES!
THIS COULD WORK! THE ONLY QUESTION NOW IS...


"...WILL IT BE IN TIME TO SAVE ANNA MARIA?!"
IT'S BEEN HOURS, MARCONI.
HUDSON VALLEY.
The site of an abandoned A.I.M. base.
I GAVE PETER PARKER ONE DAY TO PRODUCE SPIDER-MAN. TWENTY-FOUR HOURS UNTIL I INCINERATE YOU.
YOUR BOYFRIEND SURE LIKES RUNNING OUT THE CLOCK, DOESN'T HE?
HE'S NOT MY BOYFRIEND. NOT ANYMORE.
ESTRELLA, A LOT HAS CHANGED SINCE YOU WERE TRAPPED IN THAT CONTAINMENT POD!
YOU BETTER HOPE HE STILL BURNS FOR YOU, ANNA.
BECAUSE I CAN GUARANTEE YOU WILL BURN FOR HIM.
DO I GET A LAST MEAL?
WHAT?
YOU KNOW I'M A GOURMET CHEF, YEAH?
THERE HAS TO BE A KITCHEN SOMEWHERE. WHY DON'T WE LOOK FOR IT...
...AND I'LL WHIP US UP SOME DINNER?


I AM NOT LETTING YOU OUT OF THERE! YOU'RE MY ONLY LEVERAGE!
WHERE COULD I GO? AND BESIDES, AREN'T YOU AT LEAST A LITTLE HUNGRY?
I DON'T EAT ANYMORE!
I HAVEN'T SINCE...
SINCE YOU TURNED INTO SUPERNOVA.
SINCE YOU WERE TRAPPED INSIDE THAT POD.
I'M SORRY, I WASN'T THINKING...
THAT MUST'VE BEEN TERRIBLE.
MONTH AFTER MONTH, ALONE INSIDE THAT SMALL SPACE.
NEVER EATING. NEVER SLEEPING.
THIS IS PROBABLY THE FIRST TIME YOU'VE BEEN INSIDE AN ENCLOSED PLACE SINCE YOU ESCAPED.
THE FIRST TIME YOU'VE HAD A ROOF OVER YOUR HEAD AND WALLS ON EITHER SIDE OF YOU--
I--I'VE GOT TO GO--CHECK SOMETHING.
I'LL BE RIGHT BACK.
HMM. DIDN'T THINK THAT'D WORK.
BETTER MOVE FAST!
I MEAN, SURE, I CAN GET MYSELF OUT OF MY OWN MESSES, BUT I REALLY WOULDN'T MIND AN ASSIST...


"...FROM A CERTAIN FRIENDLY NEIGHBORHOOD YOU-KNOW-WHO."
CAN'T BELIEVE YOU'VE GOT YOUR VERY OWN SQUID-MARINE, DOC.
IT'S AN OCTO-SUB, YOU OAF.

KIDDING. THOUGHT YOU WOULD'VE CALLED IT A CEPHALO-POD.
THAT'S... ACTUALLY NOT BAD. HMM.
SO, WHAT CAN I EXPECT WHEN I GET TO THIS "SECRET BASE" OF YOURS?
BETTER-THAN-STATE-OF-THE-ART SECURITY. I SHALL WALK YOU THROUGH IT, STEP BY STEP.


WAIT A SEC, THIS PLACE ISN'T A SECRET. I'VE BEEN HERE BEFORE.
THIS IS YOUR OLD MASTER PLANNER BASE!"
YES. REPURPOSED AND RESTAFFED WITH ONLY MY MOST LOYAL OF MINIONS.
STILL IN SERVICE, AND PATIENTLY AWAITING MY EVENTUAL RETURN...AS THEIR SPIDER-MAN!
STILL? OTTO, THAT'S CRAZY...
FROM THE LEGENDARY ASM VOL 1 #31-33. --ELLIE

"...YOU HAVEN'T BEEN SPIDER-MAN IN AGES! WHAT'VE THEY BEEN DOING ALL THIS TIME?"
"WHAT THEY SHOULD BE DOING! DRAWING A SALARY AND DOING THEIR JOBS--
ALERT! RED ALERT!
"--AND SAFEGUARDING MY MOST PRECIOUS CARGO!"
AIR LOCK SEVENTEEN HAS BEEN OPENED! MASTER PLANNER BASE HAS BEEN COMPROMISED!
WE HAVE INTRUDERS. REPEAT. WE HAVE INTRUDERS!
THIS IS IT, BOYS!
THIS IS WHAT WE'VE BEEN WAITING FOR!
TO YOUR STATIONS!

SPIDER-LING STRIKE UNITS! SAFETIES OFF!
FALL IN! HUT! HUT! HUT!
ARACHNAUT UNITS--TO YOUR MECHS!
MOVE OUT!
HUT
HUT
HUT
HUT
REMEMBER THE BOSS' STANDING ORDERS!
SHOOT ON SIGHT! TAKE NO PRISONERS!
GO! GO! GOOOO!

BOY, DOES *THIS* BRING BACK MEMORIES.
I HAD ONE OF THE *GREATEST* MOMENTS OF MY LIFE HERE.
I HIGHLY DOUBT THAT, PARKER.
I SEEM TO RECALL THIS WAS YET *ANOTHER* TIME YOU *FAILED* TO CAPTURE ME.
OH YES! I *EASILY* ESCAPED YOUR GRASP *THAT DAY!*
YOU WOULDN'T UNDERSTAND. IT WAS MORE OF A *PERSONAL* VICTORY.
I HAD MEDICINE MY *AUNT MAY* DESPERATELY NEEDED, I COULDN'T LET HER DOWN...
...SO WHEN I HAD TO, WHEN THE ODDS WERE AGAINST ME, I REACHED DOWN, DEEP INSIDE AND FOUND...
...THAT I COULD DO THE *IMPOSSIBLE!* I COULD DO *ANYTHING* TO SAVE THE ONES I *LOVE!*
I REMEMBER...
MAY PARKER, THAT DEAR SWEET WOMAN, SHE ALMOST DIED BECAUSE OF *ME.*
I--I REGRET THAT, PETER. FORGIVE ME.
UM. SURE, OTTO. I--
THERE HE IS!

WHAT THE--?!
LOOK AT THE SUIT! THE WEBS! THE WALL-CRAWLING!
STOP THAT!
YOU GOONS WORK FOR ME!
PEW
KPOW
BRATT
PEW
KPOW
GET HIM!
OPEN FIRE!
INTRUDER!
TAKE 'IM DOWN!

UM...ARE WE FIRING ON THE BOSS?! HAS HE FINALLY RETURNED?!
IT CAN'T BE HIM! IT HAS TO BE SOME KIND OF IMPOSTOR!
YOU THINK I'M AN IMPOSTOR?!
OF COURSE THEY THINK THAT, YOU WEB-HEADED FOOL!
FOR I WOULD NEVER LEAP AROUND LIKE SOME SCATTER-BRAINED IDIOT!
I WOULD ATTACK THEM! WITHOUT MERCY!
I'D MAKE THEM RUE THE DAY THEY WOULD EVER OPEN FIRE UPON ME!
TEAR INTO THEM!
TAKE THAT! YOU DOLTS! YOU IMBECILES!

YOU'RE DOING IT ALL WRONG, BOY!
THAT SUIT HAS FINGER CLAWS, PARKER! USE THEM!
UM...OTTO, CLAWS AREN'T REALLY MY THING...
USE THEM!
I'VE GOT 'IM!
SLKK
WHAT YOU HAVE, WRETCH, IS HALF A WEAPON!
SLKKT
WHAT THE NEXT MAN WILL HAVE IS A BLOODY STUMP!
HEAR ME, YOU CRETINS!
I AM THE SUPERIOR SPIDER-MAN!
AND I WILL NOT ABIDE ANY OF MY OWN MEN ATTACKING ME!
IF YOU WISH TO LIVE, YOU WILL STAND DOWN!

WELL?!
EXCELLENT! NOW THAT...
...IS MORE LIKE IT!
YOU WORTHLESS CURS!
YOU WORTHLESS CURDS!
CURS!
CURS!

FORGIVE US, MASTER. WE HAD NO IDEA WHEN-- OR EVEN IF--YOU WERE COMING BACK.
WHICH RAISES THE QUESTION... WHY HAVE YOU RETURNED TO US?
THE BACK OF YOUR HAND! STRIKE THAT MAN DOWN!
DO IT! NOW!
REALLY? BUT--
I WILL NOT BE QUESTIONED! EVER!
ESPECIALLY BY THE LIKES OF YOU! IS THAT UNDERSTOOD?!
THWAK
THIS WAY, MEN!
TO THE VAULTS!
THEY'RE TO YOUR LEFT!
I MEAN THIS WAY!
DOLTS!

WHY ON EARTH DID YOU ORDER MY MINIONS TO FOLLOW YOU?
WHAT?! I'VE NEVER HAD MINIONS BEFORE...
...IT FELT LIKE THE KINDA THING THAT YOU'D DO.
QUIET, YOU CLOD! BEFORE YOU GIVE US AWAY!
NOW APPROACH THE OPTICAL SCANNER.
Y'KNOW, IF I WERE YOU, I'D GO A LITTLE EASIER...
...ON THE GUY YOU NEED TO PULL THIS OFF.
RETINA SCAN: CONFIRMED.
YOU ARE CORRECT. I--I APOLOGIZE.
SEE? WAS THAT SO HARD?
NOW LET'S SEE WHAT'S SO IMPORTANT THAT WE HAD TO COME ALL THIS--
WHOA. IS THAT...?
QUATRITIUM!
YES, MASTER. UNBELIEVABLY POWERFUL. HIGHLY UNSTABLE.
AND WE'VE KEPT IT SAFE FOR YOU ALL THIS TIME!

YOU--I ARTIFICIALLY SYNTHESIZED AN ELEMENT MORE POWERFUL THAN TRITIUM.
THERE'S ENOUGH HERE TO WIPE OUT THE WHOLE CITY!
YES. WHICH IS WHY I KEPT IT BURIED AWAY IN THAT FACILITY.
SO THAT IF IT EVER WENT CRITICAL, THE RIVER WOULD DROWN IT.
AND THE ONLY LOSS OF LIFE WOULD BE... WELL...THOSE IDIOTS.
MASTER? N-N-NOW THAT YOU'VE RETRIEVED IT...
...ARE WE FINALLY FREE TO GO?
UM...
OF COURSE NOT! WE STILL HAVE ANNA MARIA TO RESCUE!
AN EXPENDABLE--
AN EXPERIENCED ARMY COULD COME IN HANDY.
YOU HAVE SERVED ME WELL, FAITHFUL LACKEYS.
JOB WELL DONE! GO!
WHAT ARE YOU DOING?!
AND BE SURE TO GET A NICE MEAL. AND PUT IT ON THE COMPANY CARD! I DEMAND IT!
ENOUGH! RETURN HERE AT ONCE...

"...WITH MY PRECIOUS QUATRITIUM!"
I THINK YOU MEAN "OUR" PRECIOUS QUATRITIUM, RIGHT?
I MAY BE WEARING ONE OF YOUR SPIDEY-SUITS, OTTO, BUT THAT DOESN'T MAKE ME ONE OF YOUR MINIONS.
FOR ANNA'S SAKE, WE'RE IN THIS TOGETHER.
IF THIS IS GONNA WORK, YOU NEED ME. YOU NEED THE SUPERIOR SPIDER-MAN.
BAH! I NEEDED YOUR RIGHT EYEBALL.
BE GRATEFUL I DIDN'T PLUCK IT FROM ITS SOCKET.
AND THIS? YOU WANT TO USE QUATRITIUM?
THERE'S GOTTA BE ANOTHER WAY.
NO! HER POWERS ARE BASED ON TRITIUM.
THAT ELEMENT IS OUR BEST CHANCE FOR DEPOWERING HER, CONTROLLING HER, OR KILLING HER.
KILLING HER?! I NEVER SIGNED UP FOR THAT!
TRUE. BUT PERHAPS WE CAN COME TO A NEW ARRANGEMENT?
I DON'T THINK SO, OCK!
PETE! WATCH OUT!
WAIT.
HEAR ME OUT.
KLIK

THANK YOU, PETER, FOR LENDING ME YOUR EAR...
GYARHH!
...AND LETTING ME BACK INTO YOUR HEAD, SO TO SPEAK...

Unhh...
DOC?
WHATEVER YOU'RE PLANNING, WE DON'T HAVE TIME FOR THIS.
ANNA MARIA'S IN TROUBLE. SUPERNOVA ONLY GAVE ME TWENTY-FOUR HOURS AND--
--ONLY SEVEN HOURS REMAIN. I KNOW.
OTTO, LISTEN TO ME.
I HAVE. I'VE TAKEN EVERYTHING INTO ACCOUNT.
YOU SAID YOU WERE THE SUPERIOR SPIDER-MAN, BECAUSE YOU COULD DEFEAT A FOE THAT I COULD NOT.
BUT OUT OF THE TWO OF US...
...ONLY I HAVE BESTED SUPERNOVA.
SO FOR ANNA MARIA'S SAKE, WE HAVE ONLY ONE OPTION.

I MUST ONCE AGAIN BECOME THE SUPERIOR SPIDER-MAN!
SON OF A--

4

SUPERNOVA

PART FOUR:

TWO MINDS

BALLIEU

delgado

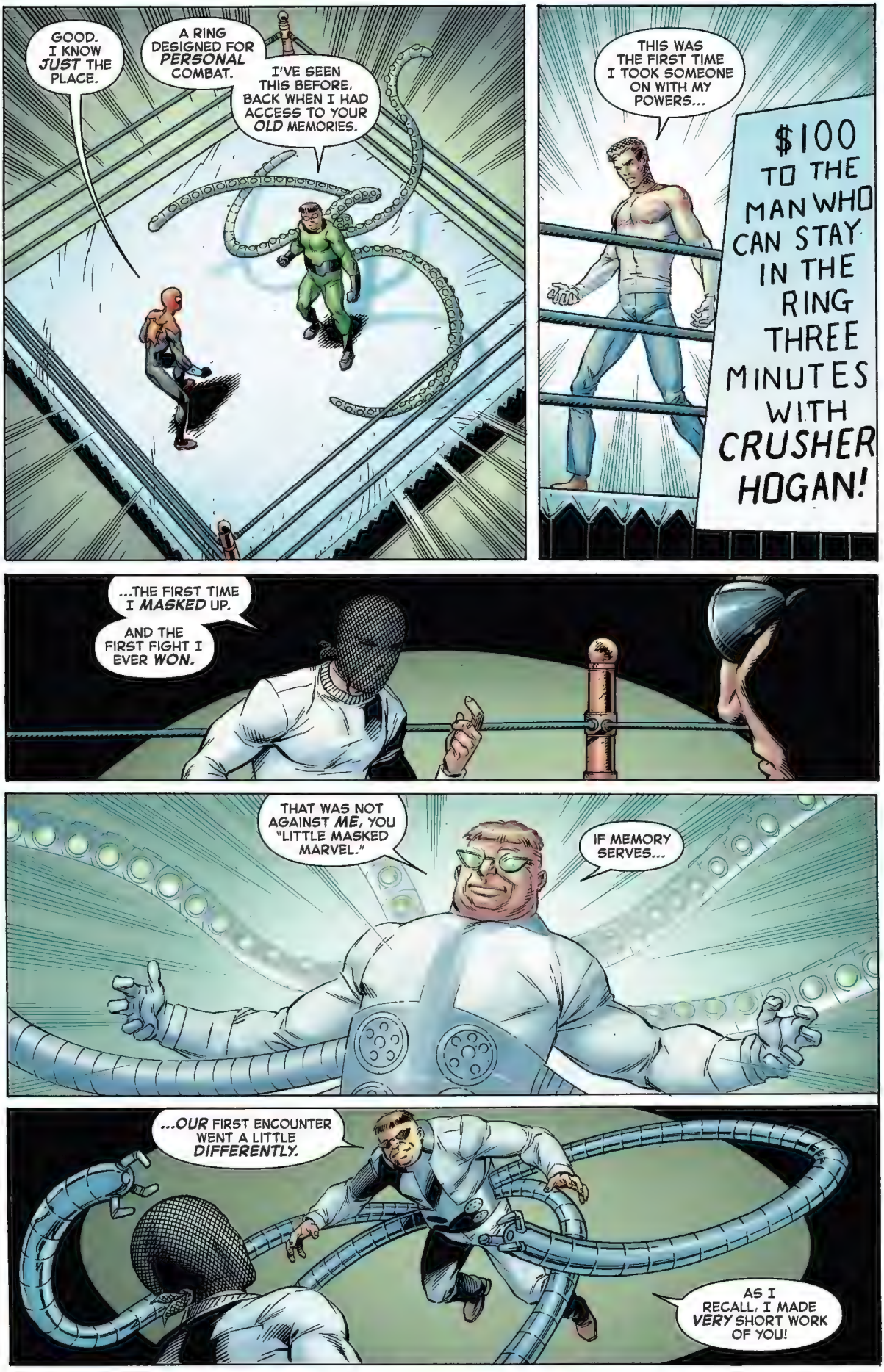
OSCORP PLAZA.
Peter Parker's Lab.
THIS ISN'T GONNA WORK, DOC! ALL YOU'RE DOING IS WASTING TIME--
--TIME WE DO NOT HAVE!
SO YOU KEEP SAYING, MR. PARKER. LET'S PUT THAT TO THE TEST, SHALL WE?
tik-tek
tek
PLEASE! I PUT SAFEGUARDS IN PLACE TO PREVENT ANY FUTURE MIND-SWAPS.
HA! I AM OTTO OCTAVIUS, AN UNPARALLELED GENIUS.
I LAUGH AT YOUR SO-CALLED "SAFEGUARDS."
YOU WANNA TRY BREAKING THEM? GOOD LUCK!
LUCK? I GOT PAST YOUR SECURITY MEASURES TEN MINUTES AGO.
THIS ISN'T YOUR LAB, BOY.

WE'RE ALREADY IN THE MINDSCAPE.
WHAT?!
IS IT SINKING IN YET, PETER? THAT FEELING OF DEJA VU? LIKE WE'VE BEEN HERE BEFORE?
NO. NO. NO. WE ARE NOT DOING THIS AGAIN!
DAILY BGLE
OPCROS
SEE SUPERIOR SPIDER-MAN VOL. 1 #9. --ELLIE

YOUR MIND IS NOT GOING BACK INTO THIS BODY.
I WON'T ALLOW IT!
DO YOU REALLY BELIEVE YOU HAVE A SAY IN THE MATTER?
TELL ME, PETER, HOW WELL DID THAT GO THE LAST TIME?
I DIDN'T UNDERSTAND THE RULES THEN...
...OR HOW THIS PLACE WORKS.
THIS TIME, I'M READY FOR YOU, OTTO!
VERY WELL. MOUNT YOUR FUTILE DEFENSE.
BUT YOU ARE CORRECT IN ONE RESPECT. TIME IS A FACTOR.
SO IT FALLS UPON ME TO END THIS QUICKLY, DECISIVELY...
...AND WITH OVERWHELMING FORCE!

IN THE PAST, I HAVE LED THE SINISTER SIX.
HERE, I COMMAND THE SINISTER SIX HUNDRED!
RIIIGHT. IMAGINE MY SURPRISE.
DOC, WE'VE DANCED THIS DANCE BEFORE.
BUT THE THING IS, HERE IN THE MINDSCAPE...

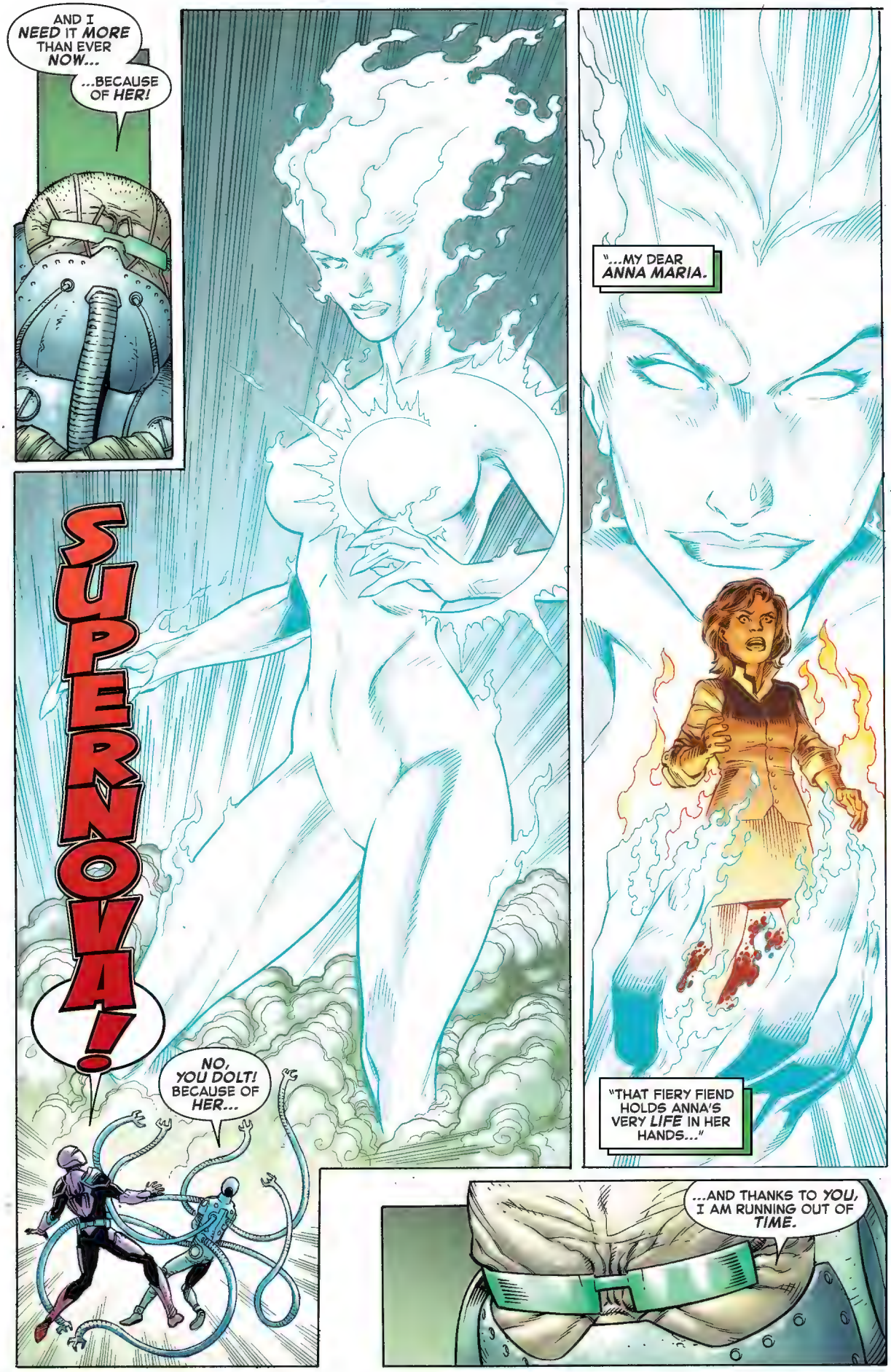
...I'VE GOT SOME DANCING PARTNERS TOO.
SO WHAT'S IT GOING TO BE, OCK?
WE COULD DO THIS ALL NIGHT, OR...
...WE CAN JUST SKIP AHEAD TO THE MAIN EVENT?
YOU. ME. JUST THE TWO OF US.
WHADDYA SAY?
NO HANDS BUT MY OWN? SO BE IT! I ACCEPT.

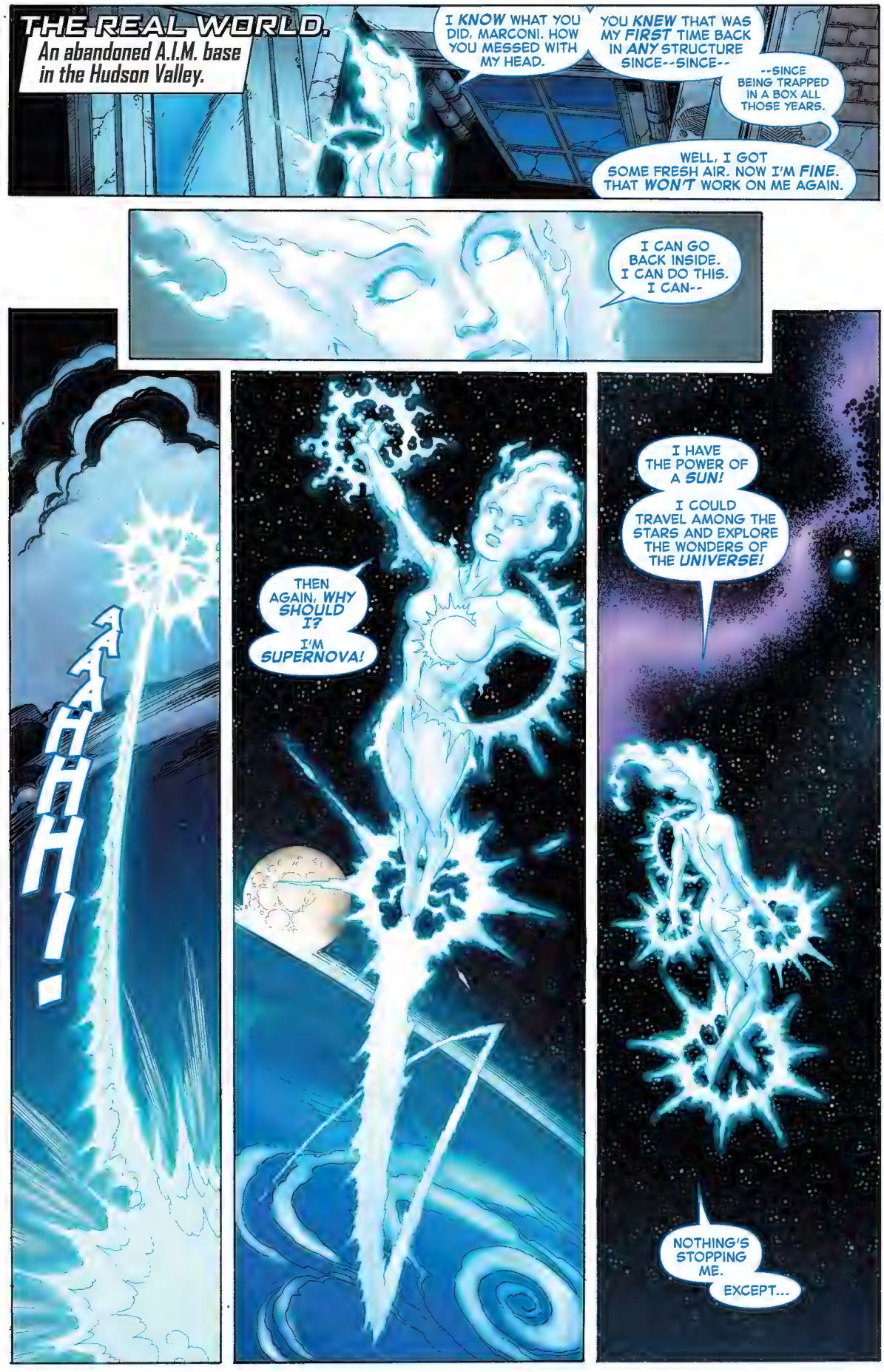

GOOD. I KNOW JUST THE PLACE.
A RING DESIGNED FOR PERSONAL COMBAT.
I'VE SEEN THIS BEFORE, BACK WHEN I HAD ACCESS TO YOUR OLD MEMORIES.
THIS WAS THE FIRST TIME I TOOK SOMEONE ON WITH MY POWERS...
$100 TO THE MAN WHO CAN STAY IN THE RING THREE MINUTES WITH CRUSHER HOGAN!
...THE FIRST TIME I MASKED UP.
AND THE FIRST FIGHT I EVER WON.
THAT WAS NOT AGAINST ME, YOU "LITTLE MASKED MARVEL."
IF MEMORY SERVES...
...OUR FIRST ENCOUNTER WENT A LITTLE DIFFERENTLY.
AS I RECALL, I MADE VERY SHORT WORK OF YOU!

SO COME, SPIDER-MAN! LET'S SEE IF *HISTORY* REPEATS ITSELF!
TAKE YOUR BEST SHOT, OCK!
WE *BOTH* KNOW IN THE *END* YOU'RE GOING TO *LOSE!*
YOU *ALWAYS* DO!

I RALLY IN ROUND TWO!
THAT'S MY THING!
THERE IT IS! THE COCKINESS! THE ARROGANCE!
AND ALL OF IT UNEARNED!
THE GIFTS OF A RADIOACTIVE SPIDER BITE!
OF AN ACCIDENT! OF RANDOM CHANCE!
KLANG!
OW! WELL? RADIOACTIVE POT, MEET ATOMIC KETTLE!
NOT SO, PETER! THESE ARMS WERE OF MY OWN INVENTION!
ONE I REFINED AND CHANGED OVER THE YEARS...
...WHILE YOU STAYED WOEFULLY IN PLACE!
WHAT CAN I SAY? I WAS BUSY...

...FIGHTING THE GOOD FIGHT!
POK
SO RIGHTEOUS! FOREVER THE "HERO"! MORE LIKE A VICIOUS THUG!
OVER THE YEARS, YOUR BRUTAL BEATINGS WERE KILLING ME, PARKER!
I--I DIDN'T KNOW, OCK! I NEVER WOULD'VE--
ALL THAT POWER IN SUCH IRRESPONSIBLE HANDS! BUT IF IT WERE IN MINE AGAIN--
NEVER AGAIN!
KOOM
WHY?! I DID SO MUCH MORE WITH IT THAN YOU EVER DID!
MORE THAN YOUR MIND COULD EVER IMAGINE!

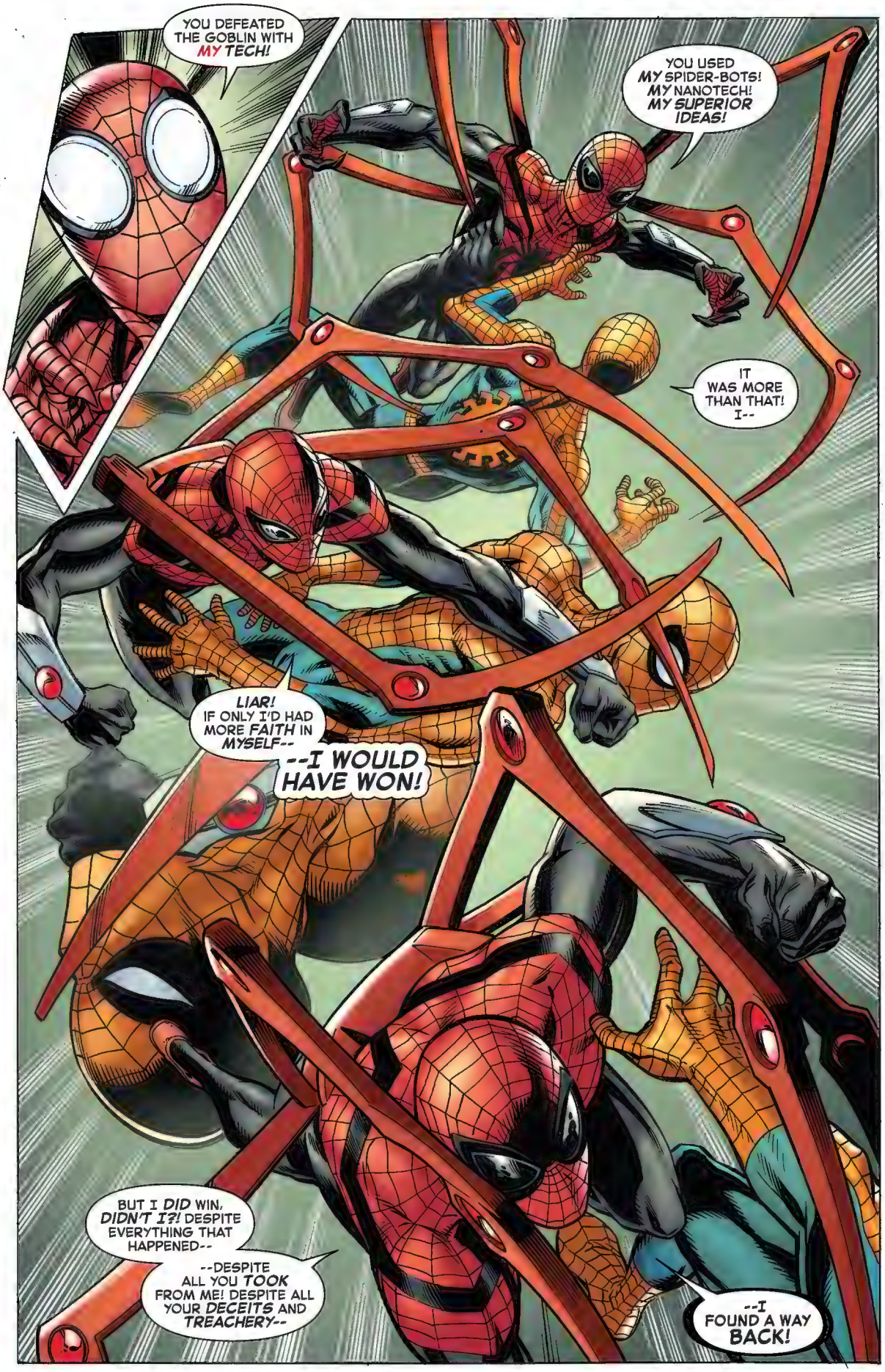

AND I NEED IT MORE THAN EVER NOW...
...BECAUSE OF HER!
SUPERNOVA!
NO, YOU DOLT! BECAUSE OF HER...
"...MY DEAR ANNA MARIA.
"THAT FIERY FIEND HOLDS ANNA'S VERY LIFE IN HER HANDS..."
...AND THANKS TO YOU, I AM RUNNING OUT OF TIME.


THE REAL WORLD.
An abandoned A.I.M. base in the Hudson Valley.
I KNOW WHAT YOU DID, MARCONI. HOW YOU MESSED WITH MY HEAD.
YOU KNEW THAT WAS MY FIRST TIME BACK IN ANY STRUCTURE SINCE--SINCE--
--SINCE BEING TRAPPED IN A BOX ALL THOSE YEARS.
WELL, I GOT SOME FRESH AIR. NOW I'M FINE. THAT WON'T WORK ON ME AGAIN.
I CAN GO BACK INSIDE. I CAN DO THIS. I CAN--
AHHH!
THEN AGAIN, WHY SHOULD I?
I'M SUPERNOVA!
I HAVE THE POWER OF A SUN!
I COULD TRAVEL AMONG THE STARS AND EXPLORE THE WONDERS OF THE UNIVERSE!
NOTHING'S STOPPING ME.
EXCEPT...

...SPIDER-MAN!
HE HAS TO PAY FOR WHAT HE DID TO ME!
THE LIVING HELL HE PUT ME THROUGH!
NOTHING ELSE MATTERS!
I CAN DO THIS! I CAN DO THIS! I CAN DO THIS!
YES!
AND HE'S ON HIS WAY! BECAUSE I HAVE THE ULTIMATE BARGAINING CHIP!
ANNA MARIA...
...MARCONI?
WHERE-- WHERE IS SHE?!
NO!

THE MINDSCAPE.
DOC, IF YOU'RE WORRIED ABOUT ANNA--
DON'T YOU UNDERSTAND, YOU CALLOUS LOUT?!
I AM DOING THIS FOR ANNA MARIA!
I MUST BECOME THE SUPERIOR SPIDER-MAN ONCE MORE!
IT IS THE ONLY WAY TO SAVE HER!
THWAK
UMPH!
DOC, THAT'S CRAZY!

WE'VE BEEN OVER THIS, OTTO! YOU *KNOW* WHAT HAPPENED LAST TIME!
ANNA WAS CAPTURED BY THE GOBLIN NATION.
THE GREEN GOBLIN AND HIS FORCES WERE BEATING YOU AT EVERY TURN!
I--I DIDN'T KNOW WHAT TO DO. I WAS RUNNING OUT OF OPTIONS, AND I COULDN'T RISK LOSING HER...
...SO I TURNED TO THE ONE PERSON I *KNEW* COULD DEFEAT THE GOBLIN.
ME.
YOU USED THAT HELMET OF YOURS AND *DELETED* EVERY TRACE OF YOURSELF IN *MY* MIND.
YOU GAVE ME BACK MY LIFE, DOC.
FOR HER, PETER.
I SACRIFICED EVERYTHING FOR HER.
YES. YOU DID. YOU WERE AMAZING, OTTO.
AND YOU DID IT BECAUSE I WAS ANNA'S BEST SHOT AT--
NO! YOU LIE!
WE'RE IN *YOUR MIND NOW!* I KNOW WHAT YOU DID *NEXT!*


YOU DEFEATED THE GOBLIN WITH MY TECH!
YOU USED MY SPIDER-BOTS! MY NANOTECH! MY SUPERIOR IDEAS!
IT WAS MORE THAN THAT! I--
LIAR! IF ONLY I'D HAD MORE FAITH IN MYSELF--
--I WOULD HAVE WON!
BUT I DID WIN, DIDN'T I?! DESPITE EVERYTHING THAT HAPPENED--
--DESPITE ALL YOU TOOK FROM ME! DESPITE ALL YOUR DECEITS AND TREACHERY--
--I FOUND A WAY BACK!

I, OTTO OCTAVIUS!
DO YOU HEAR ME, PARKER?! BECAUSE NOW, IN THIS MOMENT--
--I HAVE PROVEN MYSELF YOUR BETTER-- IN EVERY CONCEIVABLE WAY!
THIS-- THIS CAN'T BE HAPPENING...
AND I ALONE DESERVE THIS GREAT POWER!
NO. YOU DON'T.

BEN PARKER?! WHAT ARE YOU DOING HE--? URG!
WHAM
GET YOUR HANDS OFF MY BOY!
UNCLE BEN?!
DON'T WORRY, SON. AS LONG I'M AROUND...
...I'VE GOT YOUR BACK. I'LL ALWAYS BE HERE FOR YOU!
POW
NO! WE AGREED! IT WOULD JUST BE THE TWO OF US, PETER!
THIS-- THIS ISN'T FAIR!
FAIR?!
YOU SHOW UP LIKE A BURGLAR IN THE NIGHT--
KRAK
--AND THREATEN MY FAMILY!
THIS IS WHAT A CRUMB LIKE YOU DESERVES!

WAIT. I DIDN'T BRING YOU INTO THIS.
I'M NOT MAKING THIS HAPPEN. WHAT'S GOING ON?
POK
SORRY, SPIDER-MAN. THIS IS JUST ME STICKING MY NOSE IN WHERE IT DOESN'T BELONG.
YOU'RE RIGHT. I SHOULD STEP BACK AND LET YOUR OTHER HALF DEAL WITH THIS BUM.
MY WHAT?
HERE HE IS NOW.
BUT HOW IS THIS--?
GUESS I SHOULDA SAID YOUR BETTER HALF.
THERE'S ANOTHER SET OF BRAIN PATTERNS IN HERE! HOW?!
OH! I GET IT NOW!
TOOK YOU LONG ENOUGH. AND YOU CALL YOURSELF A SCIENTIST.
ME TOO.

THE NAME'S PARKER. DOCTOR PETER PARKER.
AND HERE'S SOMETHING I JUST "THWIPPED" UP.
THE GREAT WEB-SHOOTER 2.0.
THAT'S MY BOY!
THWAP!
OH, AND, OCK, THAT'S NOT ANOTHER BRAIN PATTERN.
IT'S ANOTHER LIFETIME OF MEMORIES.
ONE WHERE I NEVER GOT BIT.
BUT WHERE HE WAS EVERY BIT THE HERO.
YOU--YOU SHOULDN'T GET TO WIN LIKE THIS!
IT'S NOT FAIR! DON'T YOU SEE THAT?! IT'S RANDOM! IT'S UNEARNED! IT'S--
IT HAPPENED BECAUSE I FOUGHT THE GOOD FIGHT.
BECAUSE I DID THE RIGHT THING.
IN THE END, OTTO, THAT'S ALL THAT MATTERS.
AND IF YOU DON'T GET THAT...

KTAM!
...YOU DON'T GET TO BE PETER PARKER!
OR SPIDER-MAN!

PETER PARKER'S LAB.
Back in the real world...
Gnnh!
S-S-SYSTEM OVERLOAD! LOSING CONNECTION! LOSING--
BR-AK
KZZAK
KZZRAKOW
OCTAVIUS!
YOU HAVE A LOT TO ANSWER FOR!
RNCH
FLANGCH
YOU ARE CORRECT. ANNA MARIA IS IN THE GRAVEST OF DANGER.
SHE NEEDED THE SUPERIOR SPIDER-MAN, AND I...
...I HAVE FAILED HER.
NO. THERE'S STILL TIME.

AND THE SUPERIOR SPIDER-MAN *WILL* BE THERE FOR HER.
BUT HOW...?
YOU *KNOW* HOW. SAY IT.
...
BECAUSE *YOU* ARE THE *SUPERIOR SPIDER-MAN.*
THANK YOU, PETER. AND GODSPEED.
NOPE. YOU'RE NOT GETTING AWAY THAT EASY. YOU'RE COMING *TOO.*
BUT WHY WOULD I BE REQUIRED...
...IF SHE HAS *YOU?* EXPLAIN.
THE FUSION REACTION THAT POWERS SUPERNOVA IS BASED ON *YOUR LIFE'S WORK.*
NO SCIENTIST ON *EARTH* UNDERSTANDS IT BETTER.
ANNA MARIA DOESN'T *NEED* A SUPERIOR SPIDER-MAN.
THE *HERO* SHE NEEDS IS
DOCTOR OTTO OCTAVIUS.
I CAN'T DO THIS WITHOUT YOU, DOC. ONLY *YOU* CAN SAVE HER. WHADDYA SAY?
TO BE CONTINUED...

MANHATTAN.
Not So Long Ago...
CHECK IT OUT, NEW YORK! I'M NO LONGER THE "WEB-LESS WONDER"!
THIS SPIDER-BOY'S FINALLY GOT HIMSELF SOME WEB-SHOOTERS!
DURING THE ORIGINAL RUN OF SUPERIOR SPIDER-MAN. --ELLIE
AND ALL I HAD TO DO WAS BUG SPIDEY ABOUT IT FOR THE GAZILLIONTH TIME.
ACTUALLY...
...HE'S BEEN SURPRISINGLY COOL WITH A LOT OF THINGS LATELY.
THE WEB-SHOOTERS.
STAYING OUT LATE ON SCHOOL NIGHTS.
AND, BEST OF ALL...
...LETTING ME SIDEKICK WITH HIM ON MORE DANGEROUS MISSIONS!
HE SAID I COULD SKIP TONIGHT...
...BUT I'M SURE HE WOULDN'T MIND A LITTLE...
...BACKUP! WHAT HAVE WE HERE? LOTS OF INNER-DEMON STUFF LAYING ABOUT.
THEIR WEAPONS, MASKS, AND...
...WHAT'S THAT? BLOOD?

GNHH! GETTING A STRONG READING!
TH-THIS CAN'T BE RIGHT!
MY SPIDER-SENSE WARNS ME WHEN INNOCENT PEOPLE ARE IN TROUBLE!
BUT IT'S TELLING ME THAT THE BAD GUYS-- MISTER NEGATIVE'S INNER DEMONS...
...ARE THE ONES IN DANGER!
I--I--I KNOW WHERE THEY'RE GOING TO BE.
AND THAT I HAVE TO SAVE THEM FROM--
--SPIDER-MAN?!

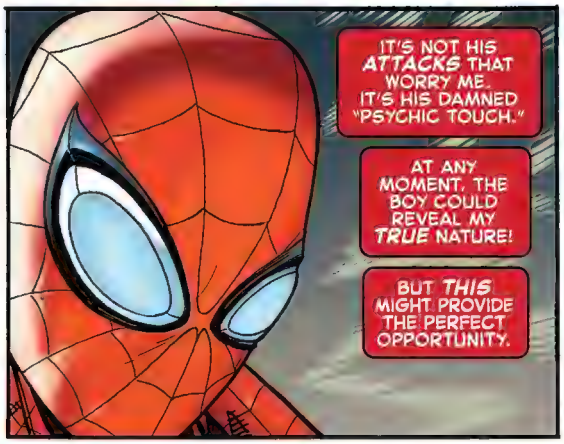
PIER FOUR.
The Storage Facility of the World-Famous FANTASTIC FOUR.
YOU HAVE IMPRESSED ME TONIGHT, SPIDER...
...WITH THE SHEER RUTHLESSNESS AND EFFICIENCY WITH WHICH YOU DISPATCHED MY MEN.
I DIDN'T THINK YOU HAD A TASTE FOR SUCH THINGS.
THINK AGAIN, FOOL. FOR THESE PATHETIC SCRAPS WERE A MERE APERITIF.
SOMETHING TO WHET MY APPETITE FOR THE MAIN COURSE. SHALL WE?
WHAT THE HECK IS GOING ON HERE?!
I TOLD YOU TO SIT THIS ONE OUT!

AH. YOUR BOY HAS ARRIVED.
OKAY. FIRST...
...I'M SPIDER-BOY. AND WHILE I AM A BOY, I AM NOT HIS BOY.
AND SECOND...
...SPIDEY! DUDE! DID YOU JUST STRAIGHT-UP MURDER THESE GUYS?!
OF COURSE NOT, CHILD.
WE BOTH KNOW THAT MISTER NEGATIVE'S MINIONS POSSESS REMARKABLE HEALING POWERS.
THEY ARE INCAPABLE OF DYING.
YEAH, BUT... THEY STILL FEEL PAIN.
BAH! THEIR MINOR ACHES MEAN NOTHING COMPARED TO WHAT'S AT STAKE!
I LEARNED OF NEGATIVE'S PLANS TO STEAL NEGATIVE ZONE POWER BATTERIES FROM THIS SITE!
IF HE WERE TO USE THEM TO AUGMENT HIS POWERS, HE COULD BECOME UNSTOPPABLE!
TRUE. BUT IMAGINE MY SURPRISE WHEN I ARRIVED HERE, ONLY TO DISCOVER...
...THAT SPIDER-MAN WAS ALREADY ROBBING THE PLACE HIMSELF!

INDEED I WAS! IN ORDER TO TRANSFER THOSE ITEMS TO A MORE SECURE LOCATION!
AND IT IS NOT STEALING IF YOU'RE AN ACQUAINTANCE OF THE FANTASTIC FOUR...
...AND KNOW ALL THEIR SECURITY CODES! WHICH I DO!
UM. BOSS? YOU'VE BEEN ACTING KINDA OFF RECENTLY.
UM... MAYBE I COULD... USE MY SPIDEY-SENSE...
...TO GET A READING OFF YA AND SEE IF EVERYTHING'S ALL RI--
DON'T YOU DARE LAY A HAND ON ME, BOY!
AIIIII!
"LAY A HAND"? OF COURSE! YOU'VE BEEN FIGHTING MR. NEGATIVE!
AND HE'S GOT THAT CORRUPTING TOUCH OF HIS...
...THAT CAN TURN ANYONE INTO A NEGATIVE, JERK-ISH VERSION OF THEMSELVES!
YES, I DO. AND IT ALSO PLACES THAT PERSON...
...UNDER MY COMPLETE CONTROL.
EEP.

THE TIME HAS COME, LITTLE SPIDER, FOR YOU TO TURN ON YOUR FORMER FRIEND.
I--I-- I WON'T DO IT!
THIS IS BENEATH YOU, NEGATIVE.
HIDING BEHIND A SMALL CHILD?
HOW LITTLE HE MUST THINK OF YOU.
SHOW HIM...
...THAT YOU ARE HIS SUPERIOR!
DESTROY HIM!
YOU GOT IT, BOSS!
YOU PATHETIC BRAT! WHAT A WEAK WILL YOU MUST HAVE!
SO BE IT! IT'S TIME YOU FINALLY LEARNED YOUR PLACE!

YOU THINK YOU'RE SO MUCH BETTER THAN ME, OLD MAN!
WELL, GUESS WHAT?
TO ME, IT'S LIKE YOU'RE MOVING IN SLOW MOTION!
BLAST!
KRAK
AND WHILE I MAY NOT BE AS STRONG AS YOU...
THWIP
PTAM
ALL IT'D TAKE IS ONE LUCKY SHOT...
...AND I COULD END YOU!
I'M STRONG ENOUGH!
WOMP


IT'S NOT HIS ATTACKS THAT WORRY ME. IT'S HIS DAMNED "PSYCHIC TOUCH."
AT ANY MOMENT, THE BOY COULD REVEAL MY TRUE NATURE!
BUT THIS MIGHT PROVIDE THE PERFECT OPPORTUNITY.

YES! I COULD SAY I WAS "DEFENDING" MYSELF. THAT I NEVER MEANT TO STRIKE HIM SO HARD...
PREPARE YOURSELF!
FOR WHAT? YOU GONNA TEACH ME ANOTHER LESSON, "POPS"?

I'LL TEACH YOU TO MIND ME, OTTO!
THINK YOU'RE BETTER THAN ME, HUH?!
PAPA, NO!

I--I CAN'T STRIKE A CHILD.
I WON'T!

DAMNATION!
NEGATIVE, YOU SHALL PAY FOR THIS!
WAK
WOK
PAK
PAM
KRAK

INDEED. THIS EVENING HAS ALREADY PAID FOR ITSELF.
FAREWELL, SPIDER-MAN.
WHAT'S THE MATTER? WHY WON'T THIS MACHINE TAKE OFF?
YOU'VE BEEN LOCKED OUT.

WHAT? YOU THINK THE FANTASTIC FOUR WOULDN'T LOCK THEIR CAR?
OR HAVE SECURITY ALARMS?
OR STAND-INS FOR WHEN THEY'RE OFF IN SPACE?
GIRD YOURSELF, VILLAIN! FOR WE FOUR STAND IN THEIR PLACE!

ARISE, MY INNER DEMONS!
ON YOUR FEET--AND SERVE YOUR MASTER!
UNHH...

IT NEVER ENDS. YOUR ORDERS?
SLOW THEM DOWN! WHATEVER IT TAKES!
WHILE YOU MAKE YOUR ESCAPE...
...WE KNOW THE DRILL.
WHIP
WHAM
BOINK
POINK
YOW! I HATE THIS JOB.
SWAP
ENOUGH, CHILD!
YOU ACTUALLY BELIEVE THAT YOU COULD END ME?!
DEEP DOWN YOU KNOW YOU'RE AN IMPOSTOR! UNWORTHY OF THAT SUIT! OF THOSE POWERS!
INSIDE, YOU ARE NOTHING BUT A SAD, BROKEN LITTLE BOY, DESTINED FOR FAILURE!
YOU WILL NEVER BE SPIDER-MAN! SAY IT!
I... I...

I--I--I'M SORRY.
I SHOULD'VE FOUGHT IT HARDER... I--I--I LET YOU DOWN.
IT WON'T H-H-HAPPEN AGAIN, S-S-SPIDEY. I PROMISE.

WHAT THE HELL IS WRONG WITH YOU?!
NO CHILD SHOULD EVER BE TREATED THUSLY.
EXCELLENT. A NEW OPPORTUNITY PRESENTS ITSELF.
NOT COOL, SPIDEY.

VERY WELL. I WAS NEVER MEANT TO HAVE A "SIDE-KICK."
I HEAR YOU HEROES ARE FOND OF TAKING IN INFANTS. HAVE ANOTHER FOR YOUR BROOD.

I AM DONE WITH HIM!
AND HIS INVASIVE ABILITIES
THERE, THAT WORKED OUT BETTER THAN EXPECTED.

DON'T WORRY, SPIDEY-B. WE GOT A GREAT BUNCH 'A KIDS BACK AT THE BAXTER BUILDING, AND YOU'D FIT RIGHT IN.
THANKS, GUYS. THINK I'LL TAKE YOU UP ON THAT. AT LEAST...
...UNTIL SPIDEY'S ON THE OTHER SIDE OF WHATEVER IT IS HE'S GOING THROUGH.
I WOULDN'T KEEP YOUR HOPES UP, KID. IT'S MY EXPERIENCE...
...THAT PEOPLE LIKE THAT RARELY CHANGE.
THE END.

SUPERIOR SPIDER-MAN #2 VARIANT BY CLAYTON CRAIN & NIC KLEIN

SUPERIOR SPIDER-MAN #1 VARIANT BY SKOTTIE YOUNG

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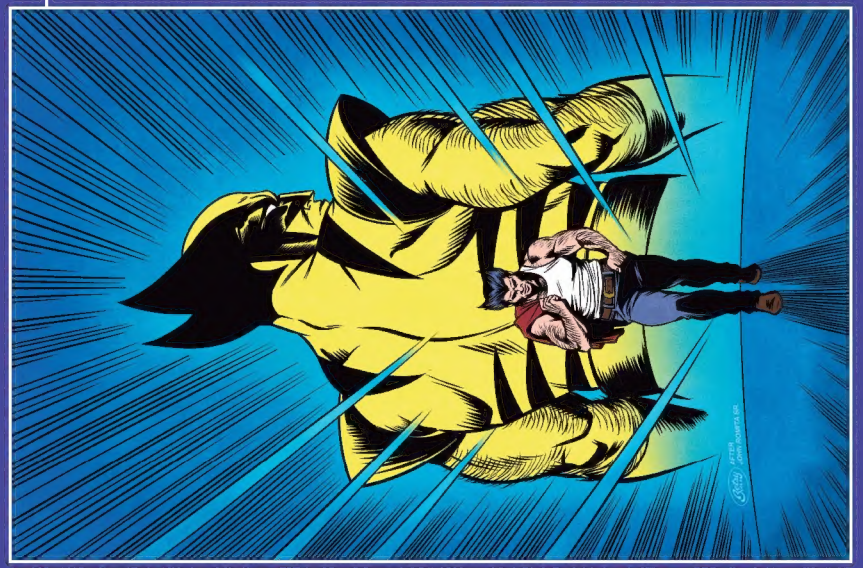

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